

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> 8-3D-36 BTR
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> ALTAMONT
<b>4. TYPE OF WELL</b> Oil Well      Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP		<b>7. OPERATOR PHONE</b> 303 312-8164
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202		<b>9. OPERATOR E-MAIL</b> BHilgers@billbarrettcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> 2OG0005608	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> Jimmie & Carol Metcalf		<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 6345 160th Place SE, Bellevue, WA 98006		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 435-746-7244
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1971 FNL 1052 FEL	SENE	3	3.0 S	6.0 W	U
Top of Uppermost Producing Zone	1973 FNL 811 FEL	SENE	3	3.0 S	6.0 W	U
At Total Depth	1980 FNL 810 FEL	SENE	3	3.0 S	6.0 W	U

<b>21. COUNTY</b> DUCHESNE	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 810	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640
<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 2504	<b>26. PROPOSED DEPTH</b> MD: 11160 TVD: 11153	
<b>27. ELEVATION - GROUND LEVEL</b> 6365	<b>28. BOND NUMBER</b> LPM8874725	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 43-180

**Hole, Casing, and Cement Information**

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	26	16	0 - 80	65.0	Unknown	8.8	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 4000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	620	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
PROD	8.75	9.625	0 - 11160	17.0	P-110 LT&C	9.6	Unknown	770	2.31	11.0
							Unknown	810	1.42	13.5

**ATTACHMENTS**

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

<b>NAME</b> Venessa Langmacher	<b>TITLE</b> Senior Permit Analyst	<b>PHONE</b> 303 312-8172
<b>SIGNATURE</b>	<b>DATE</b> 10/23/2012	<b>EMAIL</b> vlangmacher@billbarrettcorp.com
<b>API NUMBER ASSIGNED</b> 43013518040000	<b>APPROVAL</b>   Permit Manager	

**BILL BARRETT CORPORATION**  
**DRILLING PLAN**

**8-3D-36 BTR**

SE NE, 1971' FNL and 1052' FEL, Section 3, T3S-R6W, USB&M (surface hole)

SE NE, 1980' FNL and 810' FEL, Section 3, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

**1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	5,124'	5,123'
Mahogany	6,066'	6,063'
Lower Green River*	7,378'	7,373'
Douglas Creek	8,164'	8,158'
Black Shale	8,654'	8,648'
Castle Peak	8,919'	8,913'
Uteland Butte	9,259'	9,253'
Wasatch*	9,714'	9,708'
TD	11,160'	11,153'

\*PROSPECTIVE PAY

The Wasatch and the Lower Green River are primary objectives for oil/gas.

Base of Useable Water = 7,878'

**3. BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 4,000'	No pressure control required
4,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

**4. Casing Program**

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	4,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation  
 Drilling Program  
 8-3D-36 BTR  
 Duchesne County, Utah

### 5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 620 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft <sup>3</sup> /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft <sup>3</sup> /sx), calculated hole volume with 75% excess. TOC @ 3,500'
5 1/2" Production Casing	Lead: 770 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft <sup>3</sup> /sx). TOC @ 3,500' Tail: 810 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft <sup>3</sup> /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 8,154'

### 6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> <u>(API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 4,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
4,000' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

### 7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

### 8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5567 psi\* and maximum anticipated surface pressure equals approximately 3113 psi\*\* (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

\*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

\*\*Maximum surface pressure = A – (0.22 x TD)

Bill Barrett Corporation  
Drilling Program  
8-3D-36 BTR  
Duchesne County, Utah

**9. Auxiliary Equipment**

- a) Upper Kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use  
Mud monitoring will be visually observed

**10. Location and Type of Water Supply**

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W water right number 43-180.

**11. Drilling Schedule**

Location Construction:	June 2013
Spud:	June 2013
Duration:	15 days drilling time 45 days completion time



# Bill Barrett Corporation

## LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

**Well Name:** 8-3D-36 BTR

### Surface Hole Data:

Total Depth:	4,000'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

### Calculated Data:

Lead Volume:	1918.3	ft <sup>3</sup>
Lead Fill:	3,500'	
Tail Volume:	274.0	ft <sup>3</sup>
Tail Fill:	500'	

### Cement Data:

Lead Yield:	3.16	ft <sup>3</sup> /sk
% Excess:	75%	
Top of Lead:	0'	

### Calculated # of Sacks:

# SK's Lead:	620
--------------	-----

Tail Yield:	1.36	ft <sup>3</sup> /sk
% Excess:	75%	
Top of Tail:	3,500'	

# SK's Tail:	210
--------------	-----

### Production Hole Data:

Total Depth:	11,160'
Top of Cement:	3,500'
Top of Tail:	8,154'
OD of Hole:	8.750"
OD of Casing:	5.500"

### Calculated Data:

Lead Volume:	1763.4	ft <sup>3</sup>
Lead Fill:	4,654'	
Tail Volume:	1139.1	ft <sup>3</sup>
Tail Fill:	3,006'	

### Cement Data:

Lead Yield:	2.31	ft <sup>3</sup> /sk
Tail Yield:	1.42	ft <sup>3</sup> /sk
% Excess:	50%	

### Calculated # of Sacks:

# SK's Lead:	770
# SK's Tail:	810

<b>8-3D-36 BTR Proposed Cementing Program</b>
---

<u>Job Recommendation</u>	<u>Surface Casing</u>
<b>Lead Cement - (3500' - 0')</b>	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft <sup>3</sup> /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 3,500'
	Volume: 341.63 bbl
	<b>Proposed Sacks: 620 sks</b>
<b>Tail Cement - (TD - 3500')</b>	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft <sup>3</sup> /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 3,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	<b>Proposed Sacks: 210 sks</b>

<u>Job Recommendation</u>	<u>Production Casing</u>
<b>Lead Cement - (8154' - 3500')</b>	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft <sup>3</sup> /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 3,500'
	Calculated Fill: 4,654'
	Volume: 314.04 bbl
	<b>Proposed Sacks: 770 sks</b>
<b>Tail Cement - (11160' - 8154')</b>	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft <sup>3</sup> /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 8,154'
	Calculated Fill: 3,006'
	Volume: 202.86 bbl
	<b>Proposed Sacks: 810 sks</b>

**T3S, R6W, U.S.B.&M.**

**BILL BARRETT CORPORATION**

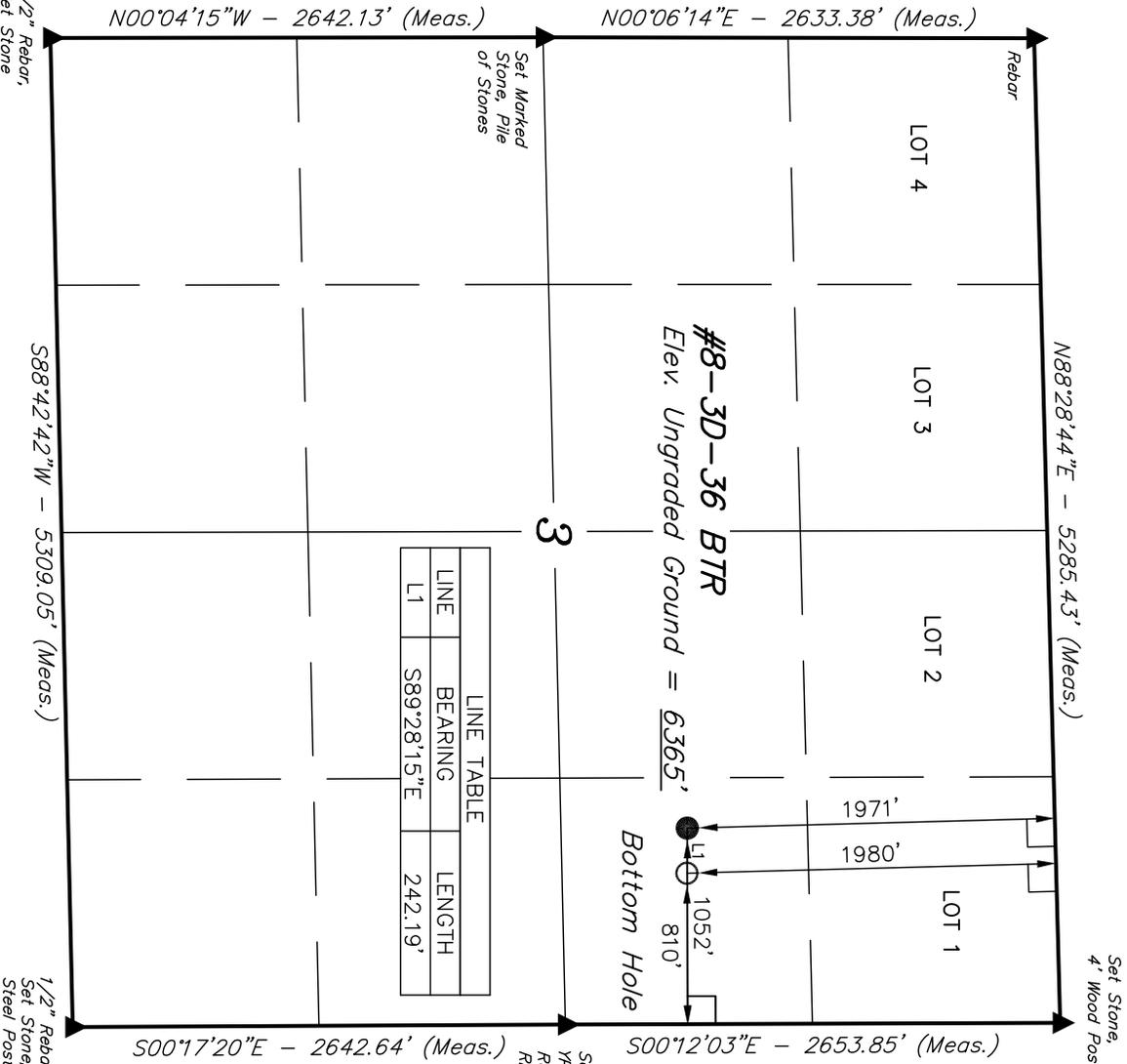
Well location, #8-3D-36 BTR, located as shown in the SE 1/4 NE 1/4 of Section 3, T3S, R6W, U.S.B.&M., Duchesne County, Utah.

**BASIS OF ELEVATION**

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M., TAKEN FROM THE RABBIT GULCH QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5904 FEET.

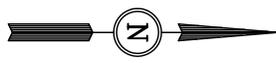
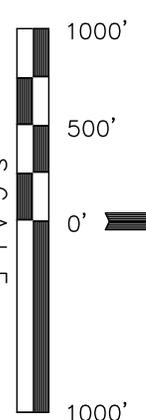
**BASIS OF BEARINGS**

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LINE	BEARING	LENGTH
L1	S89°28'15"E	242.19'

Set Marked Stone, 1/2" on 5/8" Rebar, 1.5' High, RLS #155666



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

**KAY ROBERTS**  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH

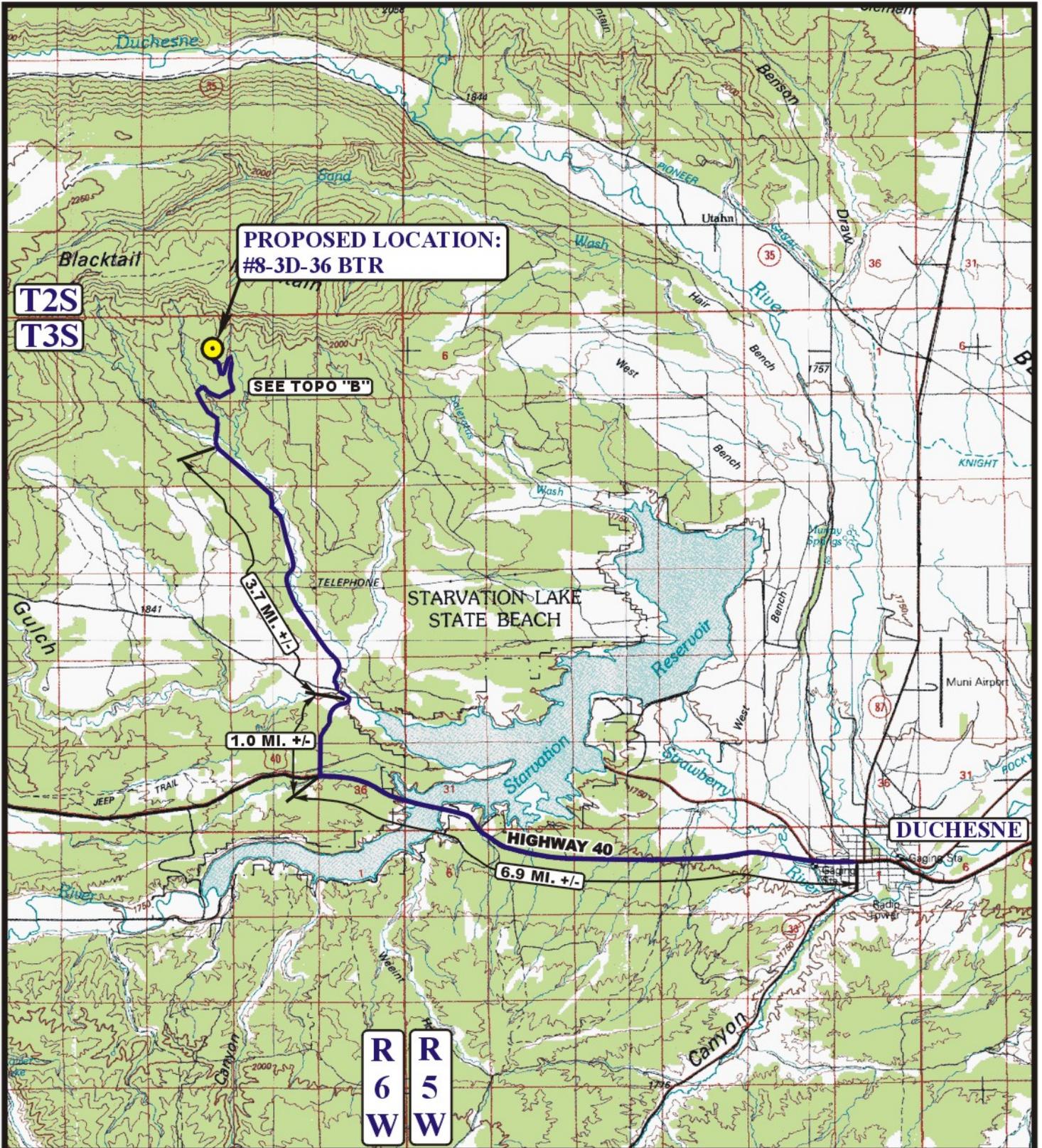
**UTAH ENGINEERING & LAND SURVEYING**  
 85 SOUTH 200 EAST - VERNAL, UTAH 84078  
 (435) 789-1017

SCALE: 1" = 1000'  
 DATE SURVEYED: 10-17-11  
 DATE DRAWN: 11-29-11

PARTY: C.A. K.H. J.M.H.  
 WEATHER: COOL  
 REFERENCES: G.I.O. PLAT  
 FILE: BILL BARRETT CORPORATION

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°15'02.20"	(40.250611)	LATITUDE = 40°15'02.22"	(40.250617)
LONGITUDE = 110°32'34.01"	(110.542781)	LONGITUDE = 110°32'37.15"	(110.543647)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°15'02.36"	(40.250656)	LATITUDE = 40°15'02.38"	(40.250661)
LONGITUDE = 110°32'31.44"	(110.542067)	LONGITUDE = 110°32'34.56"	(110.542933)

- LEGEND:**
- 1/2" Rebar, Set Stone
  - 90° SYMBOL
  - PROPOSED WELL HEAD.
  - SECTION CORNERS LOCATED



**LEGEND:**

 PROPOSED LOCATION



**BILL BARRETT CORPORATION**

**#8-3D-36 BTR**  
**SECTION 3, T3S, R6W, U.S.B.&M.**  
**1971' FNL 1052' FEL**



Utah Engineering & Land Surveying  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813

**ACCESS ROAD**  
**MAP**

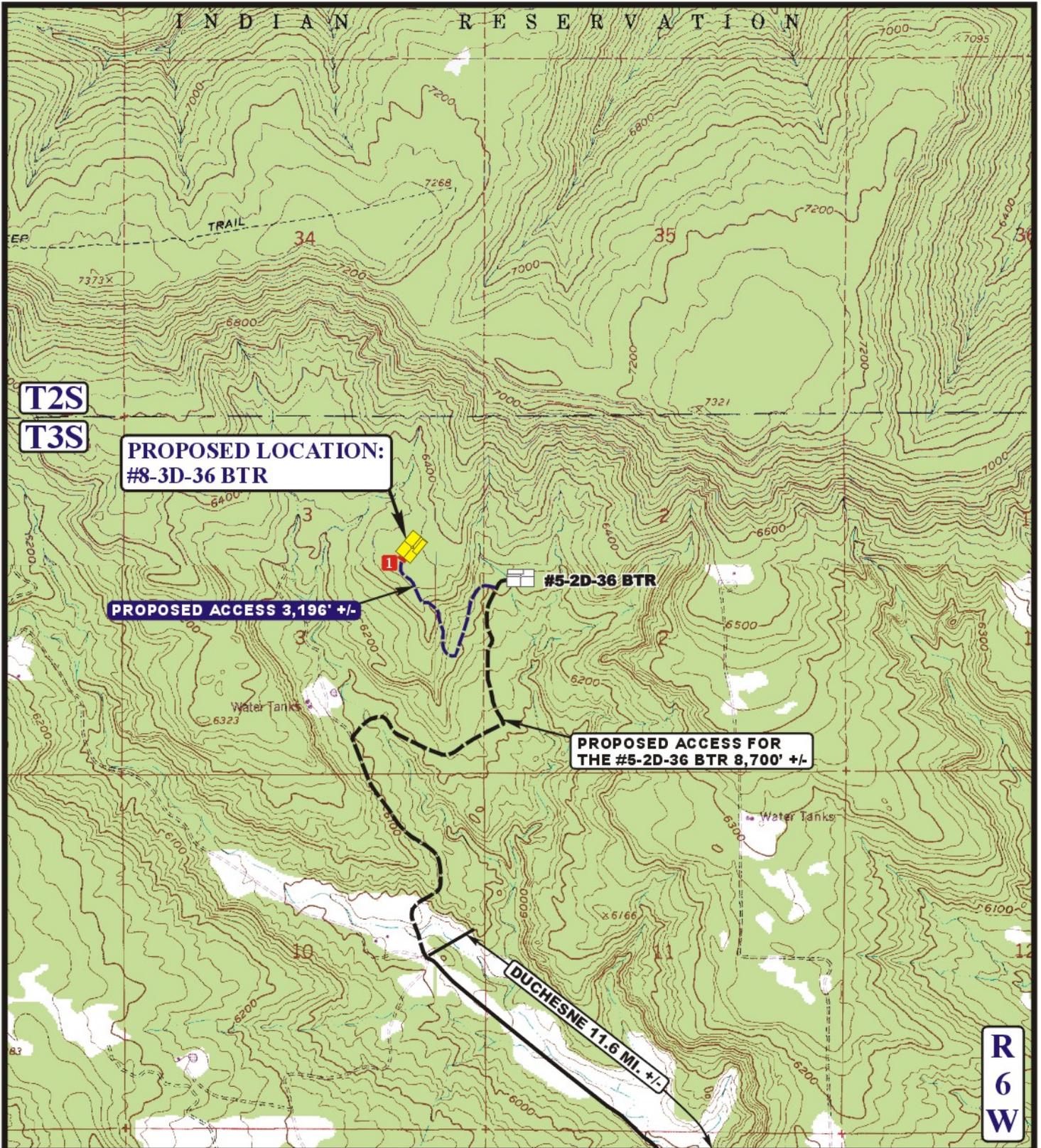
**10 24 11**  
 MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: C.I.

REVISED: 01-06-12





**LEGEND:**

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  18" CMP REQUIRED

**BILL BARRETT CORPORATION**

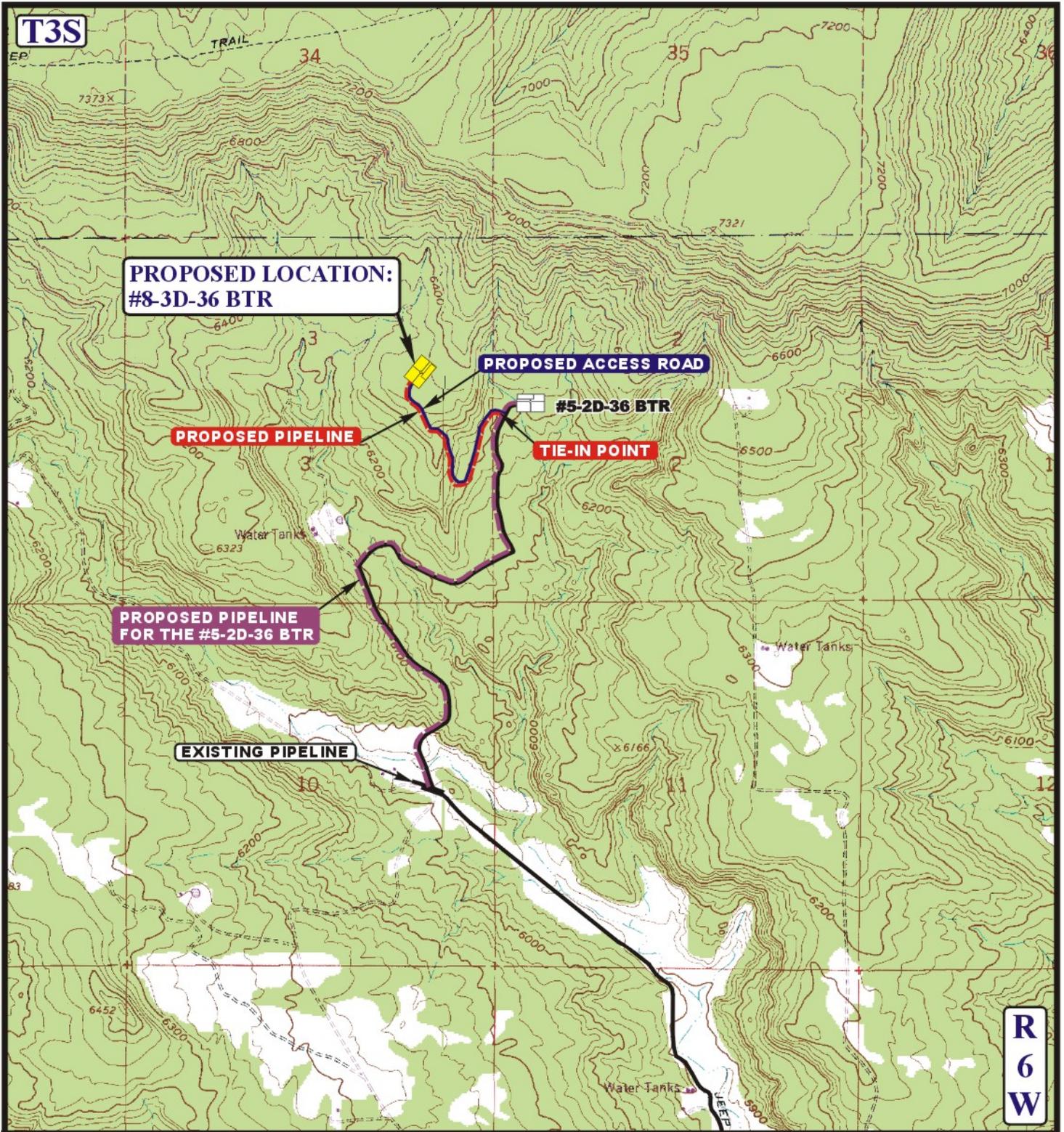
**#8-3D-36 BTR**  
**SECTION 3, T3S, R6W, U.S.B.&M.**  
**1971' FNL 1052' FEL**

**U&L S** Uintah Engineering & Land Surveying  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813

**ACCESS ROAD**  
**MAP**  
 SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 01-06-12

<b>10</b> MONTH	<b>24</b> DAY	<b>11</b> YEAR
--------------------	------------------	-------------------

**B**  
**TOPO**



**APPROXIMATE TOTAL PIPELINE DISTANCE = 3,215' +/-**

**LEGEND:**

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE
-  PROPOSED PIPELINE (SERVICING OTHER WELLS)

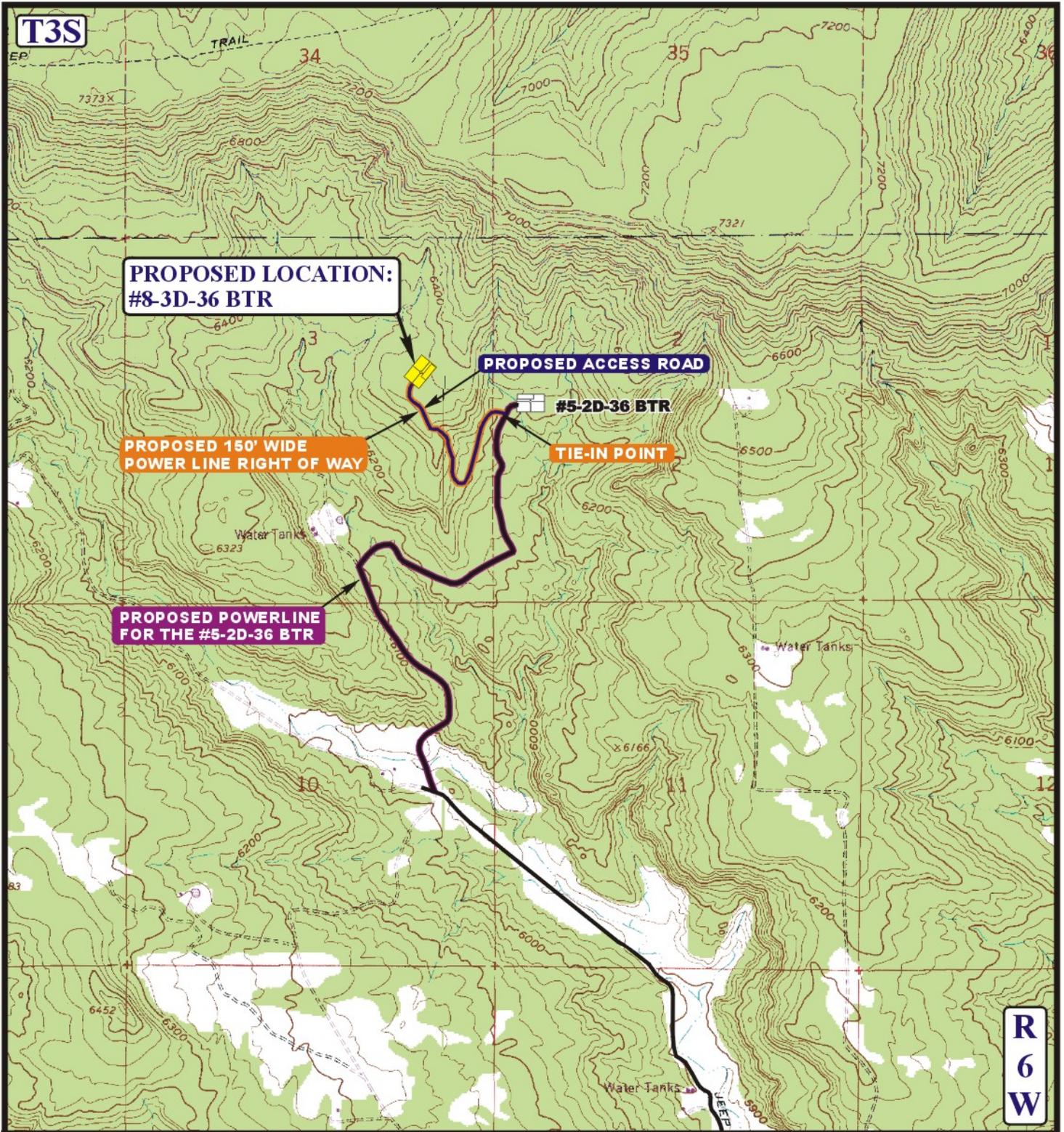
**BILL BARRETT CORPORATION**

**#8-3D-36 BTR**  
**SECTION 3, T3S, R6W, U.S.B.&M.**  
**1971' FNL 1052' FEL**

**U&L S** Utah Engineering & Land Surveying  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813



**TOPOGRAPHIC MAP** **10 24 11**  
 MONTH DAY YEAR  
 SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 01-06-12 **C TOPO**



**APPROXIMATE TOTAL POWERLINE DISTANCE = 3,196' +/-**

**LEGEND:**

-  PROPOSED ACCESS ROAD
-  PROPOSED POWER LINE
-  PROPOSED POWERLINE (SERVICING OTHER WELLS)

**BILL BARRETT CORPORATION**

**#8-3D-36 BTR**  
**SECTION 3, T3S, R6W, U.S.B.&M.**  
**1971' FNL 1052' FEL**

**U&L S**  
**Uintah Engineering & Land Surveying**  
**85 South 200 East Vernal, Utah 84078**  
**(435) 789-1017 \* FAX (435) 789-1813**



**TOPOGRAPHIC** **10 24 11**  
**MAP** MONTH DAY YEAR  
 SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 01-06-12

**D**  
**TOPO**



SITE DETAILS: 8-3D-36 BTR  
Blacktail Ridge

Site Latitude: 40° 15' 2.380 N  
Site Longitude: 110° 32' 34.559 W

**COMPANY DETAILS: BILL BARRETT CORP**

Calculation Method: Minimum Curvature  
Error System: ISCWSA  
Scan Method: Closest Approach 3D  
Error Surface: Elliptical Conic  
Warning Method: Error Ratio

Positional Uncertainty: 0.0  
Convergence: 0.61  
Local North: True

**WELL DETAILS: 8-3D-36 BTR**

Ground Level: 6363.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	699779.17	2267133.72	40° 15' 2.379 N	110° 32' 34.559 W	

**WELLBORE TARGET DETAILS (LAT/LONG)**

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
8-3D-36 BTR 3PT MKR	8503.0	-1.8	241.7	40° 15' 2.362 N	110° 32' 31.441 W	Rectangle (Sides: L200.0 W200.0)
8-3D-36 BTR PBHL	11153.0	-1.8	241.7	40° 15' 2.362 N	110° 32' 31.441 W	Rectangle (Sides: L200.0 W200.0)

**SECTION DETAILS**

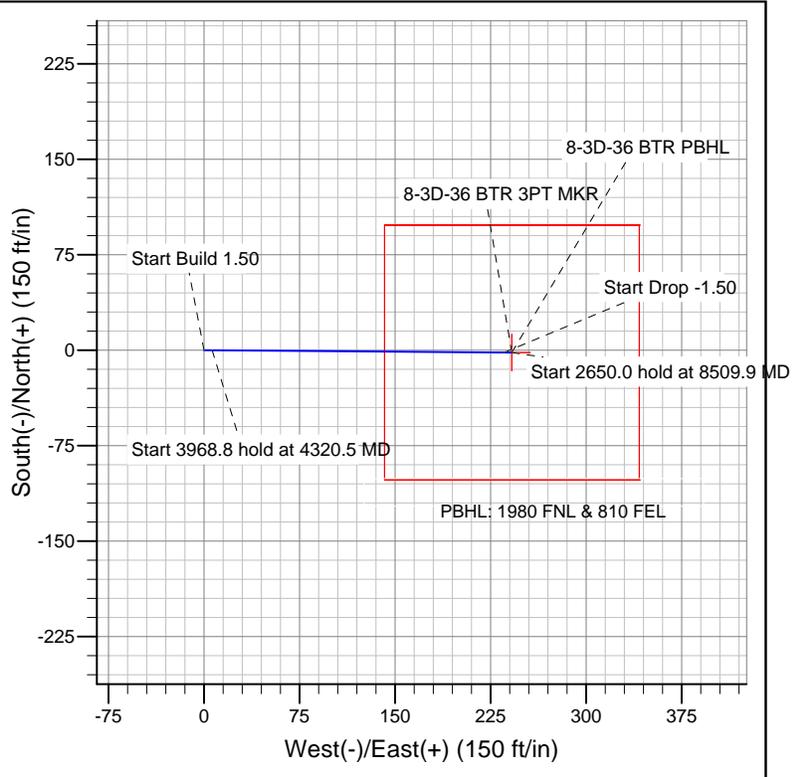
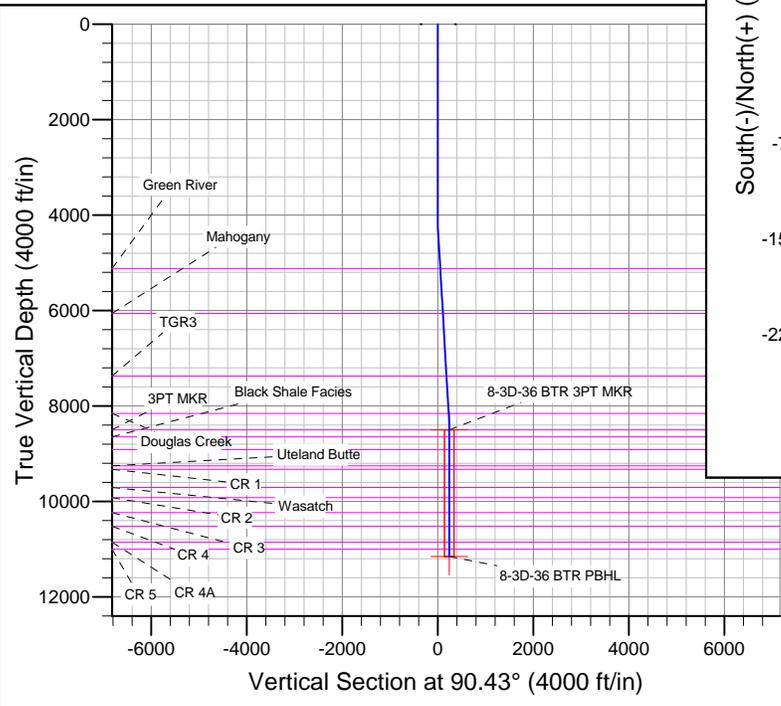
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	4100.0	0.00	0.00	4100.0	0.0	0.0	0.00	0.00	0.0	
3	4320.5	3.31	90.43	4320.4	0.0	6.4	1.50	90.43	6.4	
4	8289.3	3.31	90.43	8282.6	-1.8	235.4	0.00	0.00	235.4	
5	8509.9	0.00	0.00	8503.0	-1.8	241.7	1.50	180.00	241.7	8-3D-36 BTR 3PT MKR
6	11159.9	0.00	0.00	11153.0	-1.8	241.7	0.00	0.00	241.7	8-3D-36 BTR PBHL

**FORMATION TOP DETAILS**

TVDPath	MDPath	Formation
5123.0	5124.5	Green River
6063.0	6066.0	Mahogany
7373.0	7378.2	TGR3
8158.0	8164.5	Douglas Creek
8503.0	8509.9	3PT MKR
8648.0	8654.9	Black Shale Facies
8913.0	8919.9	Castle Peak
9253.0	9259.9	Uteland Butte
9328.0	9334.9	CR 1
9708.0	9714.9	Wasatch
9923.0	9929.9	CR 2
10233.0	10239.9	CR 3
10523.0	10529.9	CR 4
10853.0	10859.9	CR 4A
11003.0	11009.9	CR 5

**CASING DETAILS**

No casing data is available



Azimuths to True North  
Magnetic North: 11.38°

Magnetic Field  
Strength: 52183.5snT  
Dip Angle: 65.84°  
Date: 9/11/2012  
Model: IGRF2010

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 8-3D-36 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Site:</b>	8-3D-36 BTR	<b>North Reference:</b>	True
<b>Well:</b>	8-3D-36 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	8-3D-36 BTR		
<b>Design:</b>	Design #1		

<b>Project</b>	DUCHESNE COUNTY, UT (NAD 27)		
<b>Map System:</b>	US State Plane 1927 (Exact solution)	<b>System Datum:</b>	Ground Level
<b>Geo Datum:</b>	NAD 1927 (NADCON CONUS)		
<b>Map Zone:</b>	Utah Central 4302		

<b>Site</b>	8-3D-36 BTR				
<b>Site Position:</b>		<b>Northing:</b>	699,779.18 ft	<b>Latitude:</b>	40° 15' 2.380 N
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,267,133.72 ft	<b>Longitude:</b>	110° 32' 34.559 W
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	"	<b>Grid Convergence:</b>	0.61 °

<b>Well</b>	8-3D-36 BTR					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	699,779.17 ft	<b>Latitude:</b>	40° 15' 2.379 N
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,267,133.72 ft	<b>Longitude:</b>	110° 32' 34.559 W
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	6,363.0 ft

<b>Wellbore</b>	8-3D-36 BTR				
<b>Magnetics</b>	<b>Model Name</b>	<b>Sample Date</b>	<b>Declination (°)</b>	<b>Dip Angle (°)</b>	<b>Field Strength (nT)</b>
	IGRF2010	9/11/2012	11.38	65.84	52,184

<b>Design</b>	Design #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.0
<b>Vertical Section:</b>	<b>Depth From (TVD) (ft)</b>	<b>+N/-S (ft)</b>	<b>+E/-W (ft)</b>	<b>Direction (°)</b>
	0.0	0.0	0.0	90.43

<b>Plan Sections</b>										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.00	0.00	0.00	0.00	
4,320.5	3.31	90.43	4,320.4	0.0	6.4	1.50	1.50	0.00	90.43	
8,289.3	3.31	90.43	8,282.6	-1.8	235.4	0.00	0.00	0.00	0.00	
8,509.9	0.00	0.00	8,503.0	-1.8	241.7	1.50	-1.50	0.00	180.00	8-3D-36 BTR 3PT MK
11,159.9	0.00	0.00	11,153.0	-1.8	241.7	0.00	0.00	0.00	0.00	8-3D-36 BTR PBHL

## Bill Barrett Corp

## Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 8-3D-36 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Site:</b>	8-3D-36 BTR	<b>North Reference:</b>	True
<b>Well:</b>	8-3D-36 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	8-3D-36 BTR		
<b>Design:</b>	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	1.50	90.43	4,200.0	0.0	1.3	1.3	1.50	1.50	0.00
4,300.0	3.00	90.43	4,299.9	0.0	5.2	5.2	1.50	1.50	0.00
4,320.5	3.31	90.43	4,320.4	0.0	6.4	6.4	1.50	1.50	0.00
4,400.0	3.31	90.43	4,399.7	-0.1	10.9	10.9	0.00	0.00	0.00
4,500.0	3.31	90.43	4,499.6	-0.1	16.7	16.7	0.00	0.00	0.00
4,600.0	3.31	90.43	4,599.4	-0.2	22.5	22.5	0.00	0.00	0.00
4,700.0	3.31	90.43	4,699.2	-0.2	28.3	28.3	0.00	0.00	0.00
4,800.0	3.31	90.43	4,799.1	-0.3	34.0	34.0	0.00	0.00	0.00
4,900.0	3.31	90.43	4,898.9	-0.3	39.8	39.8	0.00	0.00	0.00
5,000.0	3.31	90.43	4,998.7	-0.3	45.6	45.6	0.00	0.00	0.00
5,100.0	3.31	90.43	5,098.6	-0.4	51.3	51.3	0.00	0.00	0.00
5,124.5	3.31	90.43	5,123.0	-0.4	52.7	52.8	0.00	0.00	0.00

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 8-3D-36 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Site:</b>	8-3D-36 BTR	<b>North Reference:</b>	True
<b>Well:</b>	8-3D-36 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	8-3D-36 BTR		
<b>Design:</b>	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
<b>Green River</b>									
5,200.0	3.31	90.43	5,198.4	-0.4	57.1	57.1	0.00	0.00	0.00
5,300.0	3.31	90.43	5,298.2	-0.5	62.9	62.9	0.00	0.00	0.00
5,400.0	3.31	90.43	5,398.1	-0.5	68.6	68.6	0.00	0.00	0.00
5,500.0	3.31	90.43	5,497.9	-0.6	74.4	74.4	0.00	0.00	0.00
5,600.0	3.31	90.43	5,597.7	-0.6	80.2	80.2	0.00	0.00	0.00
5,700.0	3.31	90.43	5,697.6	-0.6	86.0	86.0	0.00	0.00	0.00
5,800.0	3.31	90.43	5,797.4	-0.7	91.7	91.7	0.00	0.00	0.00
5,900.0	3.31	90.43	5,897.2	-0.7	97.5	97.5	0.00	0.00	0.00
6,000.0	3.31	90.43	5,997.1	-0.8	103.3	103.3	0.00	0.00	0.00
6,066.0	3.31	90.43	6,063.0	-0.8	107.1	107.1	0.00	0.00	0.00
<b>Mahogany</b>									
6,100.0	3.31	90.43	6,096.9	-0.8	109.0	109.0	0.00	0.00	0.00
6,200.0	3.31	90.43	6,196.7	-0.9	114.8	114.8	0.00	0.00	0.00
6,300.0	3.31	90.43	6,296.6	-0.9	120.6	120.6	0.00	0.00	0.00
6,400.0	3.31	90.43	6,396.4	-0.9	126.3	126.3	0.00	0.00	0.00
6,500.0	3.31	90.43	6,496.2	-1.0	132.1	132.1	0.00	0.00	0.00
6,600.0	3.31	90.43	6,596.1	-1.0	137.9	137.9	0.00	0.00	0.00
6,700.0	3.31	90.43	6,695.9	-1.1	143.7	143.7	0.00	0.00	0.00
6,800.0	3.31	90.43	6,795.7	-1.1	149.4	149.4	0.00	0.00	0.00
6,900.0	3.31	90.43	6,895.6	-1.2	155.2	155.2	0.00	0.00	0.00
7,000.0	3.31	90.43	6,995.4	-1.2	161.0	161.0	0.00	0.00	0.00
7,100.0	3.31	90.43	7,095.2	-1.2	166.7	166.7	0.00	0.00	0.00
7,200.0	3.31	90.43	7,195.1	-1.3	172.5	172.5	0.00	0.00	0.00
7,300.0	3.31	90.43	7,294.9	-1.3	178.3	178.3	0.00	0.00	0.00
7,378.2	3.31	90.43	7,373.0	-1.4	182.8	182.8	0.00	0.00	0.00
<b>TGR3</b>									
7,400.0	3.31	90.43	7,394.7	-1.4	184.0	184.0	0.00	0.00	0.00
7,500.0	3.31	90.43	7,494.6	-1.4	189.8	189.8	0.00	0.00	0.00
7,600.0	3.31	90.43	7,594.4	-1.5	195.6	195.6	0.00	0.00	0.00
7,700.0	3.31	90.43	7,694.2	-1.5	201.4	201.4	0.00	0.00	0.00
7,800.0	3.31	90.43	7,794.1	-1.6	207.1	207.1	0.00	0.00	0.00
7,900.0	3.31	90.43	7,893.9	-1.6	212.9	212.9	0.00	0.00	0.00
8,000.0	3.31	90.43	7,993.7	-1.6	218.7	218.7	0.00	0.00	0.00
8,100.0	3.31	90.43	8,093.6	-1.7	224.4	224.4	0.00	0.00	0.00
8,164.5	3.31	90.43	8,158.0	-1.7	228.2	228.2	0.00	0.00	0.00
<b>Douglas Creek</b>									
8,200.0	3.31	90.43	8,193.4	-1.7	230.2	230.2	0.00	0.00	0.00
8,289.3	3.31	90.43	8,282.6	-1.8	235.4	235.4	0.00	0.00	0.00
8,300.0	3.15	90.43	8,293.2	-1.8	236.0	236.0	1.50	-1.50	0.00
8,400.0	1.65	90.43	8,393.2	-1.8	240.1	240.1	1.50	-1.50	0.00
8,500.0	0.15	90.43	8,493.1	-1.8	241.7	241.7	1.50	-1.50	0.00
8,509.9	0.00	0.00	8,503.0	-1.8	241.7	241.7	1.50	-1.50	0.00
<b>3PT MKR - 8-3D-36 BTR 3PT MKR</b>									
8,600.0	0.00	0.00	8,593.1	-1.8	241.7	241.7	0.00	0.00	0.00
8,654.9	0.00	0.00	8,648.0	-1.8	241.7	241.7	0.00	0.00	0.00
<b>Black Shale Facies</b>									
8,700.0	0.00	0.00	8,693.1	-1.8	241.7	241.7	0.00	0.00	0.00
8,800.0	0.00	0.00	8,793.1	-1.8	241.7	241.7	0.00	0.00	0.00
8,900.0	0.00	0.00	8,893.1	-1.8	241.7	241.7	0.00	0.00	0.00
8,919.9	0.00	0.00	8,913.0	-1.8	241.7	241.7	0.00	0.00	0.00
<b>Castle Peak</b>									
9,000.0	0.00	0.00	8,993.1	-1.8	241.7	241.7	0.00	0.00	0.00

## Bill Barrett Corp

## Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 8-3D-36 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Site:</b>	8-3D-36 BTR	<b>North Reference:</b>	True
<b>Well:</b>	8-3D-36 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	8-3D-36 BTR		
<b>Design:</b>	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
9,100.0	0.00	0.00	9,093.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,200.0	0.00	0.00	9,193.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,259.9	0.00	0.00	9,253.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>Uteland Butte</b>										
9,300.0	0.00	0.00	9,293.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,334.9	0.00	0.00	9,328.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 1</b>										
9,400.0	0.00	0.00	9,393.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,500.0	0.00	0.00	9,493.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,600.0	0.00	0.00	9,593.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,700.0	0.00	0.00	9,693.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,714.9	0.00	0.00	9,708.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>Wasatch</b>										
9,800.0	0.00	0.00	9,793.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,900.0	0.00	0.00	9,893.1	-1.8	241.7	241.7	0.00	0.00	0.00	
9,929.9	0.00	0.00	9,923.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 2</b>										
10,000.0	0.00	0.00	9,993.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,100.0	0.00	0.00	10,093.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,200.0	0.00	0.00	10,193.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,239.9	0.00	0.00	10,233.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 3</b>										
10,300.0	0.00	0.00	10,293.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,400.0	0.00	0.00	10,393.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,500.0	0.00	0.00	10,493.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,529.9	0.00	0.00	10,523.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 4</b>										
10,600.0	0.00	0.00	10,593.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,700.0	0.00	0.00	10,693.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,800.0	0.00	0.00	10,793.1	-1.8	241.7	241.7	0.00	0.00	0.00	
10,859.9	0.00	0.00	10,853.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 4A</b>										
10,900.0	0.00	0.00	10,893.1	-1.8	241.7	241.7	0.00	0.00	0.00	
11,000.0	0.00	0.00	10,993.1	-1.8	241.7	241.7	0.00	0.00	0.00	
11,009.9	0.00	0.00	11,003.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>CR 5</b>										
11,100.0	0.00	0.00	11,093.1	-1.8	241.7	241.7	0.00	0.00	0.00	
11,159.9	0.00	0.00	11,153.0	-1.8	241.7	241.7	0.00	0.00	0.00	
<b>8-3D-36 BTR PBHL</b>										

**Bill Barrett Corp**

## Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 8-3D-36 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6378.0ft (Original Well Elev)
<b>Site:</b>	8-3D-36 BTR	<b>North Reference:</b>	True
<b>Well:</b>	8-3D-36 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	8-3D-36 BTR		
<b>Design:</b>	Design #1		

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
5,124.5	5,123.0	Green River		0.00		
6,066.0	6,063.0	Mahogany		0.00		
7,378.2	7,373.0	TGR3		0.00		
8,164.5	8,158.0	Douglas Creek		0.00		
8,509.9	8,503.0	3PT MKR		0.00		
8,654.9	8,648.0	Black Shale Facies		0.00		
8,919.9	8,913.0	Castle Peak		0.00		
9,259.9	9,253.0	Uteland Butte		0.00		
9,334.9	9,328.0	CR 1		0.00		
9,714.9	9,708.0	Wasatch		0.00		
9,929.9	9,923.0	CR 2		0.00		
10,239.9	10,233.0	CR 3		0.00		
10,529.9	10,523.0	CR 4		0.00		
10,859.9	10,853.0	CR 4A		0.00		
11,009.9	11,003.0	CR 5		0.00		

**SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT**

This Agreement, made and entered into this the 15th day of June, 2012, by and between Jimmie I. Metcalf and Carol J. Metcalf, husband and wife, as joint tenants with full rights of survivorship, 6345 160th Place, SE, Bellevue, Washington 98006, ("Surface Owner"), and, Bill Barrett Corporation, 1099 18<sup>th</sup> Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("Leases") covering and affecting Section 3, Township 3 South, Range 6 West, USM, of Duchesne County, Utah; and,

WHEREAS, such Leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employee houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #8-3D-36 BTR at a legal drill-site location in the SE1/4NE1/4, SE1/4SE1/4 of Section 3, Township 3 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner owns the surface of at least specific portions of the SE1/4NE1/4, NE1/4SE1/4 of Section 3, Township 3 South, Range 6 West, USM, Duchesne County, Utah, and which ~~reserved~~ ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

WHEREAS, BBC has agreed to reimburse Surface Owner for actual damages and injuries to all land, crops, timber, fences and other improvements located on the surface which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for acts of providence or occurrences beyond BBC's control, such payment to be made upon delivery of this signed Surface Damage and Right-of-Way Settlement Agreement; so,

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability for property damage arising out of operations under this Agreement, and to the maximum extent permitted by law shall indemnify, defend and hold the other harmless from any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to lands (except as noted above) or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, it agents, contractors, licensees, permittees, successors or assigns. Further, BBC does hereby release, discharge and acquit Surface Owner from any and all liability and shall indemnify, defend and hold Surface Owner harmless against any and all claims and demands for damages, attorneys fees resulting from or attributable to injury, loss or death, existing now or done hereafter, to BBC's or its contractors (or sub-contractors of all tiers) employees, personnel, officers and executives that are normally subject to Workers' Compensation insurance. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in a safe and uncluttered condition and follow all State and Federal rules and regulations for the safety and protection of its employees and the general public.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC. All mud pits will be filled, drill site recontoured to original topography and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all hydrocarbons, toxic or hazardous chemicals and wastes, structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto. Any underground pipelines abandoned in place shall be flushed and cleaned of all hydrocarbons and toxic or hazardous chemicals and wastes and their locations clearly marked and identified by permanent signage.

BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

BBC shall repair any fences and gates damaged by them during the course of their operations on the lands subject to this Agreement.

Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 15th day of June, 2012.

GRANTORS: BILL BARRETT CORPORATION

By: Jimmie I. Metcalf Jimmie I. Metcalf

By: Clint W. Turner Clint W. Turner  
As Agent for Bill Barrett Corporation

By: Carol J. Metcalf Carol J. Metcalf

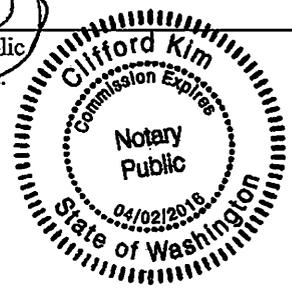
ACKNOWLEDGEMENTS

STATE OF WASHINGTON )

COUNTY OF KING )

On the 30<sup>th</sup> day of July, 2012, personally appeared before me Jimmie I. Metcalf, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed.

[Signature]  
Notary Public  
Residing at:



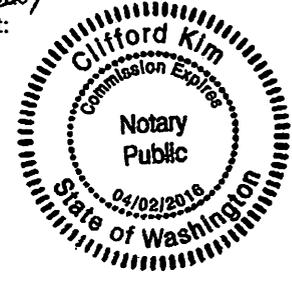
My Commission Expires: 4-2-16

STATE OF WASHINGTON )

COUNTY OF KING )

On the 30<sup>th</sup> day of July, 2012, personally appeared before me Carol J. Metcalf, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

[Signature]  
Notary Public  
Residing at:



My Commission Expires: 4-2-16

STATE OF UTAH            )  
                                  )  
COUNTY OF SALT LAKE )

On the 6<sup>th</sup> day of August, 2012, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.



Notary Public  
Residing at: DAVIS CO, UT

My Commission Expires: 1-31-2016

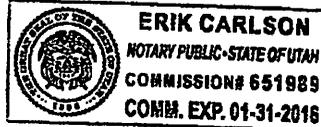


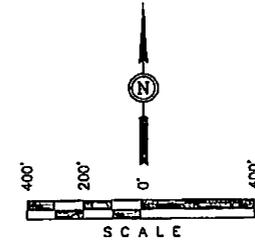
EXHIBIT "A"

BILL BARRETT CORPORATION

**LOCATION SURFACE USE AREA & ROAD RIGHT-OF-WAY ON FEE LANDS**

(For #8-3D-36 BTR)

LOCATED IN SECTIONS 2 & 3, T3S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



SCALE

BASIS OF BEARINGS

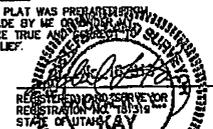
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**RIGHT-OF-WAY LENGTHS**

PROPERTY OWNER	FEET	ACRES	RODS
JIMMIE METCALF	2995.87	2.063	181.57
LITTLE RED CREEK CATTLE CO.	178.06	0.121	10.61

**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REVISED: 01-12-12 Z.L.

**UTAH ENGINEERING & LAND SURVEYING**  
86 SOUTH - 200 EAST • (435) 788-1017  
VERNAL, UTAH - 84078

SCALE 1" = 400'	DATE 12-01-11
PARTY C.A. K.H. J.M.H.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 5 1 3 7 0

SECTION CORNERS LOCATED.

ROAD RIGHT-OF-WAY DESCRIPTION ON LITTLE RED CREEK CATTLE CO. LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING OF ROAD STA. 0+00 BEARS N64°53'09"E 189.45' FROM THE WEST 1/4 CORNER OF SECTION 2, T3S, R6W, U.S.B.&M.  
P.O.S.L. +1+75.06 BEARS N00°12'03"W 97.71' FROM THE WEST 1/4 CORNER OF SECTION 2, T3S, R6W, U.S.B.&M.  
END OF ROAD STA. 31+70.93 BEARS N68°09'06"W 1289.65' FROM THE EAST 1/4 CORNER OF SECTION 3, T3S, R6W, U.S.B.&M.

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 2, T3S, R6W, U.S.B.&M., WHICH BEARS N64°53'09"E 189.45' FROM THE WEST 1/4 CORNER OF SAID SECTION 2, THENCE N75°33'31"W 93.49'; THENCE S85°48'21"W 81.57' TO A POINT ON THE WEST LINE OF THE SW 1/4 NW 1/4 OF SAID SECTION 2, WHICH BEARS N00°12'03"W 97.71' FROM THE WEST 1/4 CORNER OF SAID SECTION 2, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.121 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON JIMMIE METCALF LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE SE 1/4 NE 1/4 OF SECTION 3, T3S, R6W, U.S.B.&M., WHICH BEARS N00°12'03"W 97.71' FROM THE EAST 1/4 CORNER OF SAID SECTION 3, THENCE S85°46'21"W 8.48'; THENCE S38°05'52"W 116.08'; THENCE S32°12'14"W 177.01'; THENCE S04°40'34"W 121.61'; THENCE S11°28'35"W 111.05'; THENCE S15°37'50"W 120.72'; THENCE S19°33'54"W 147.29'; THENCE S14°03'08"W 214.80'; THENCE S20°04'32"W 64.96'; THENCE S39°22'51"W 66.13'; THENCE S81°14'17"W 43.13'; THENCE N82°21'35"W 41.11'; THENCE N49°56'20"W 70.52'; THENCE N22°43'42"W 101.09'; THENCE N11°47'28"W 105.29'; THENCE N10°55'11"E 103.73'; THENCE N06°14'32"W 33.23'; THENCE N29°59'54"W 89.19'; THENCE N10°09'17"W 216.25'; THENCE N42°17'56"W 142.19'; THENCE N59°59'09"W 47.35'; THENCE N87°13'41"W 95.82'; THENCE N34°00'35"W 120.64'; THENCE N19°19'04"W 173.88'; THENCE N35°43'25"W 60.72'; THENCE N54°37'49"W 172.72'; THENCE N36°24'13"W 38.41'; THENCE N06°14'19"W 68.47'; THENCE N15°06'59"E 110.86'; THENCE N33°37'39"E 13.37' TO A POINT IN THE SE 1/4 NE 1/4 OF SAID SECTION 3, WHICH BEARS N68°09'06"W 1289.65' FROM THE EAST 1/4 CORNER OF SAID SECTION 3, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.063 ACRES MORE OR LESS.

BEGINNING OF PROPOSED ROAD RIGHT-OF-WAY STA. 0+00 (At Proposed #5-2D-36 BTR Access Road)

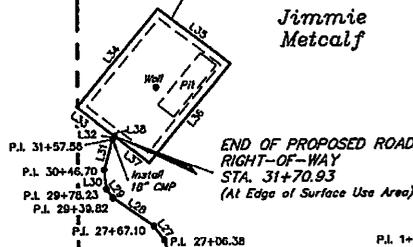
Little Red Creek Cattle Co.

**SURFACE USE AREA DESCRIPTION**

BEGINNING AT A POINT IN THE SE 1/4 NE 1/4 OF SECTION 3, T3S, R6W, U.S.B.&M., WHICH BEARS N68°09'06"W 1289.65' FROM THE EAST 1/4 CORNER OF SAID SECTION 3, THENCE N51°24'51"W 167.15'; THENCE N38°35'09"E 450.00'; THENCE S51°24'51"E 320.00'; THENCE S38°35'09"W 450.00'; THENCE N51°24'51"W 152.85' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.306 ACRES MORE OR LESS.

LINE	DIRECTION	LENGTH
L1	N75°33'31"W	93.49'
L2	S85°46'21"W	81.57'
L3	S85°46'21"W	8.48'
L4	S38°05'52"W	116.08'
L5	S32°12'14"W	177.01'
L6	S04°40'34"W	121.61'
L7	S11°28'35"W	111.05'
L8	S15°37'50"W	120.72'
L9	S19°33'54"W	147.29'
L10	S14°03'08"W	214.80'
L11	S20°04'32"W	64.96'
L12	S39°22'51"W	66.13'
L13	S81°14'17"W	43.13'
L14	N82°21'35"W	41.11'
L15	N49°56'20"W	70.52'
L16	N22°43'42"W	101.09'
L17	N11°47'28"W	105.29'
L18	N10°55'11"E	103.73'
L19	N06°14'32"W	33.23'
L20	N29°59'54"W	89.19'
L21	N10°09'17"W	216.25'
L22	N42°17'56"W	142.19'
L23	N59°59'09"W	47.35'
L24	N87°13'41"W	95.82'
L25	N34°00'35"W	120.64'
L26	N19°19'04"W	173.88'
L27	N35°43'25"W	60.72'
L28	N54°37'49"W	172.72'
L29	N36°24'13"W	38.41'
L30	N06°14'19"W	68.47'
L31	N15°06'59"E	110.86'
L32	N33°37'39"E	13.37'
L33	N51°24'51"W	167.15'
L34	N38°35'09"E	450.00'
L35	S51°24'51"E	320.00'
L36	S38°35'09"W	450.00'
L37	N51°24'51"W	152.85'
L38	N33°37'39"E	25.09'

NE 1/4 SURFACE USE AREA #8-3D-36 BTR Contains 3.306 Acres



Sec. 3

SE 1/4

Jimmie Metcalf

Set Stone 4" Wood Post

N89°14'23"W - 5345.21' (Meas.)

NW Cor. Sec. 2 Set Marked Stone 1/2" on 5/8" Rebar. PLS #15566

S00°12'03"E - 2653.85' (Meas.)

Set Marked Stone 1/2" on 5/8" Rebar. 1.5" High. PLS #155000

SW Cor. Sec. 2 1/2" Rebar. Set Stone, Steel Post 2642.64' (Meas.)

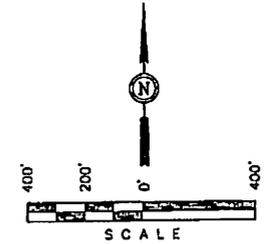
SW 1/4

EXHIBIT "B"

BILL BARRETT CORPORATION

**PIPELINE RIGHT-OF-WAY  
ON FEE LANDS**  
(For #8-3D-36 BTR)

LOCATED IN  
SECTIONS 2 & 3, T3S, R6W, U.S.B.&M.,  
DUCHEсне COUNTY, UTAH



SCALE

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**RIGHT-OF-WAY LENGTHS**

PROPERTY OWNER	FEET	ACRES	RODS
JIMMIE METCALF	3051.16	2.101	184.92
LITTLE RED CREEK CATTLE CO.	138.14	0.095	8.37

**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

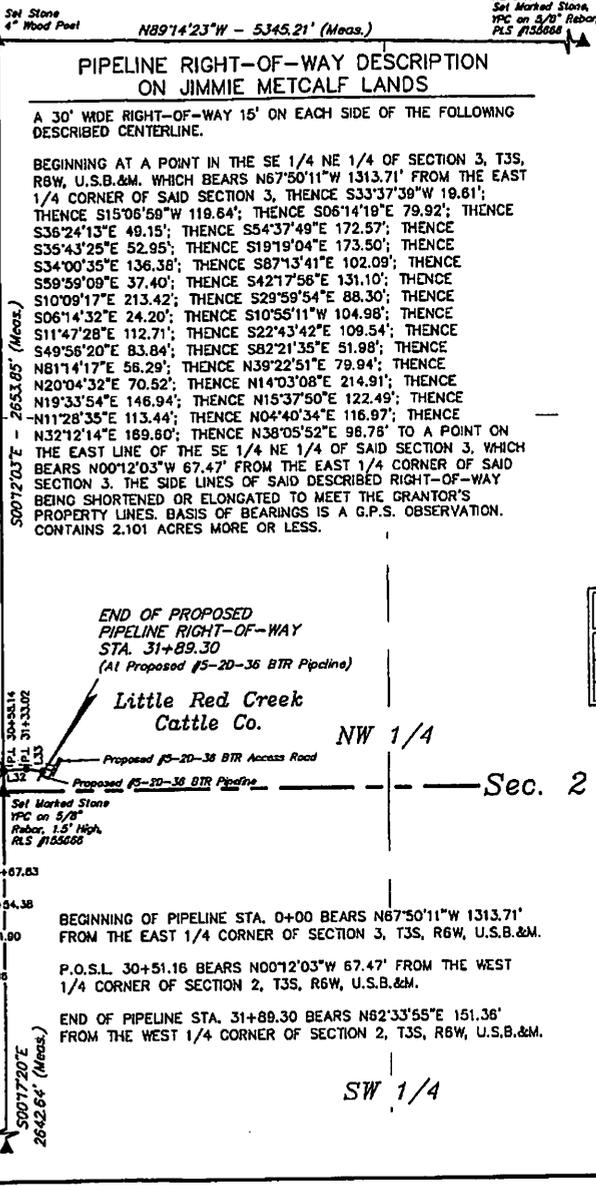
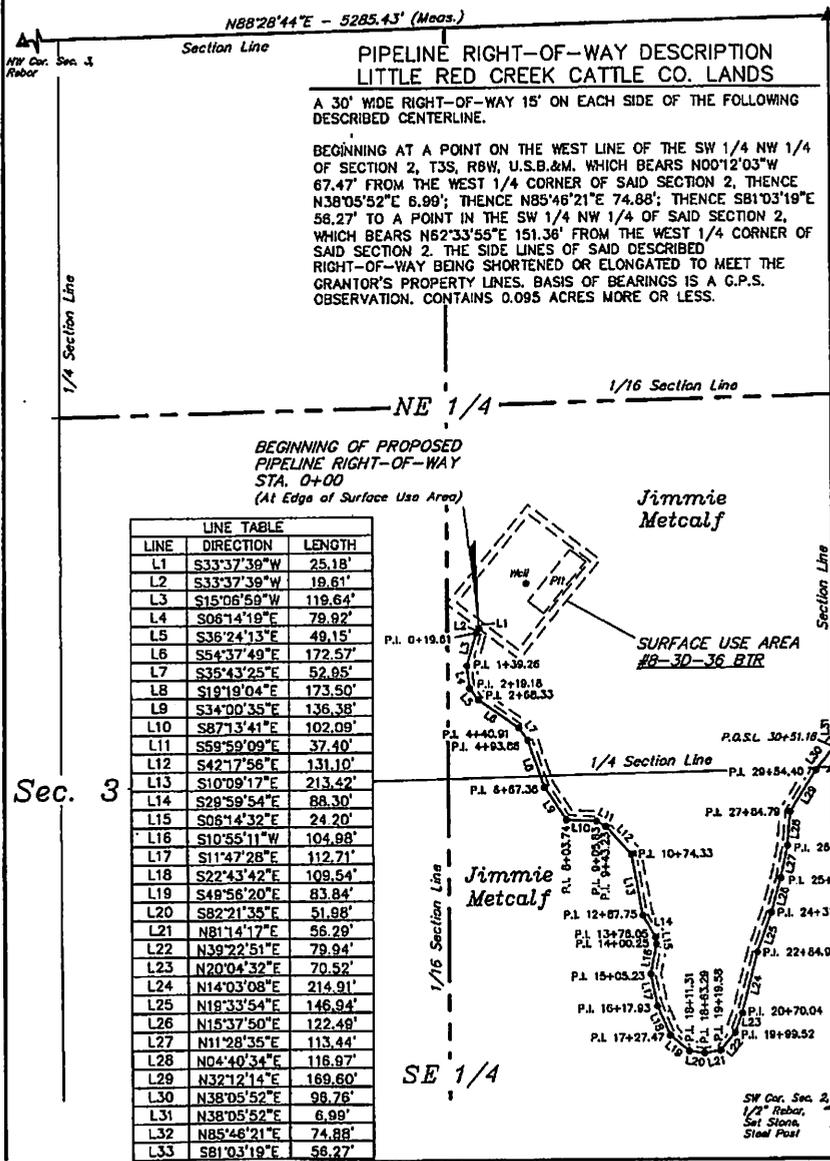


REVISED: 01-12-12 Z.L.

UNTAH ENGINEERING AND SURVEYING  
86 SOUTH - 200 EAST (N80°12'03"W)  
VERNAL, UTAH - 84078

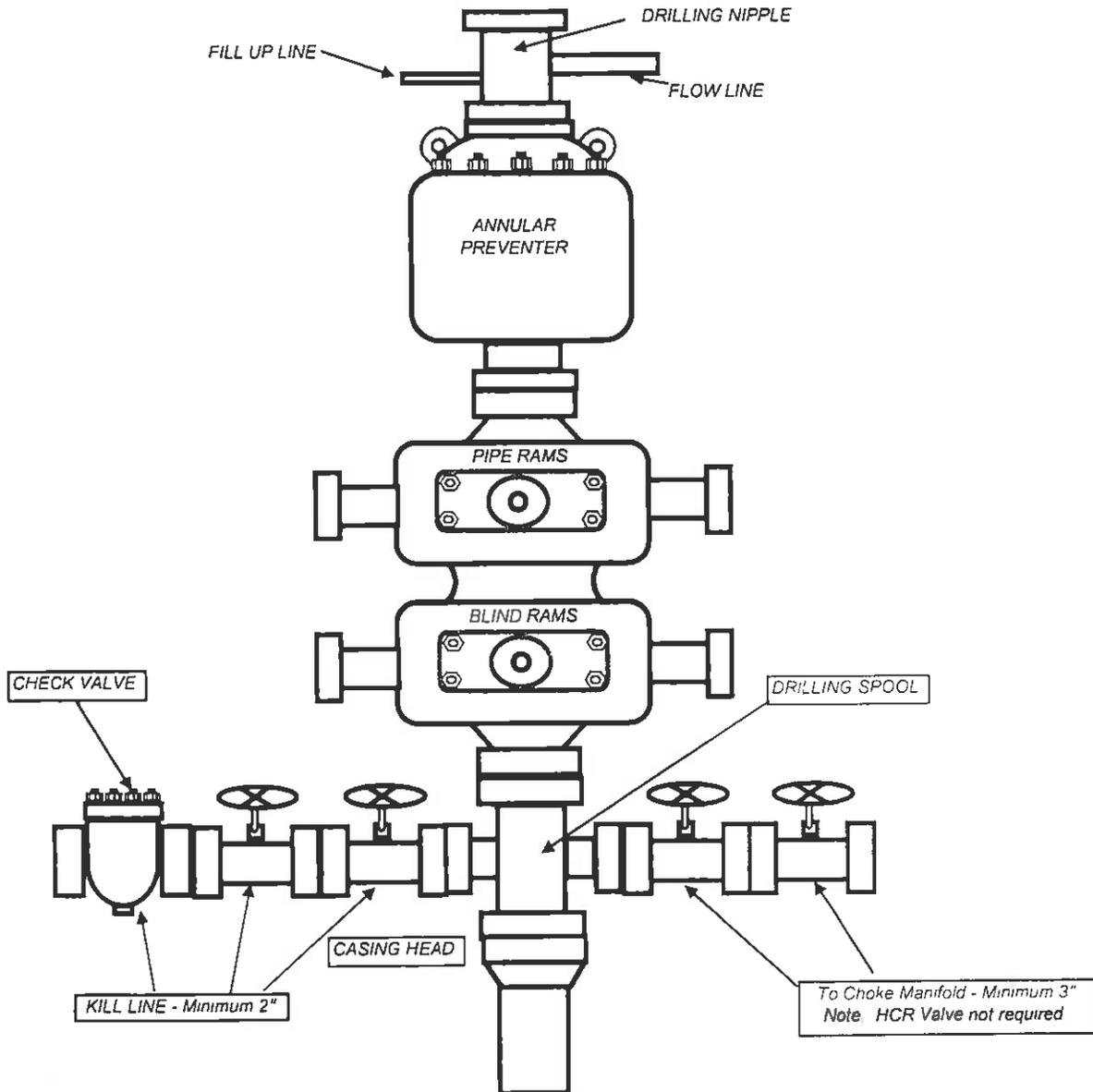
SCALE	DATE
1" = 400'	12-08-11
PARTY	REFERENCES
C.A. K.H. J.M.H.	G.L.O. PLAT
WEATHER	FILE
COOL	5 1 3 7 2

SECTION CORNERS LOCATED.



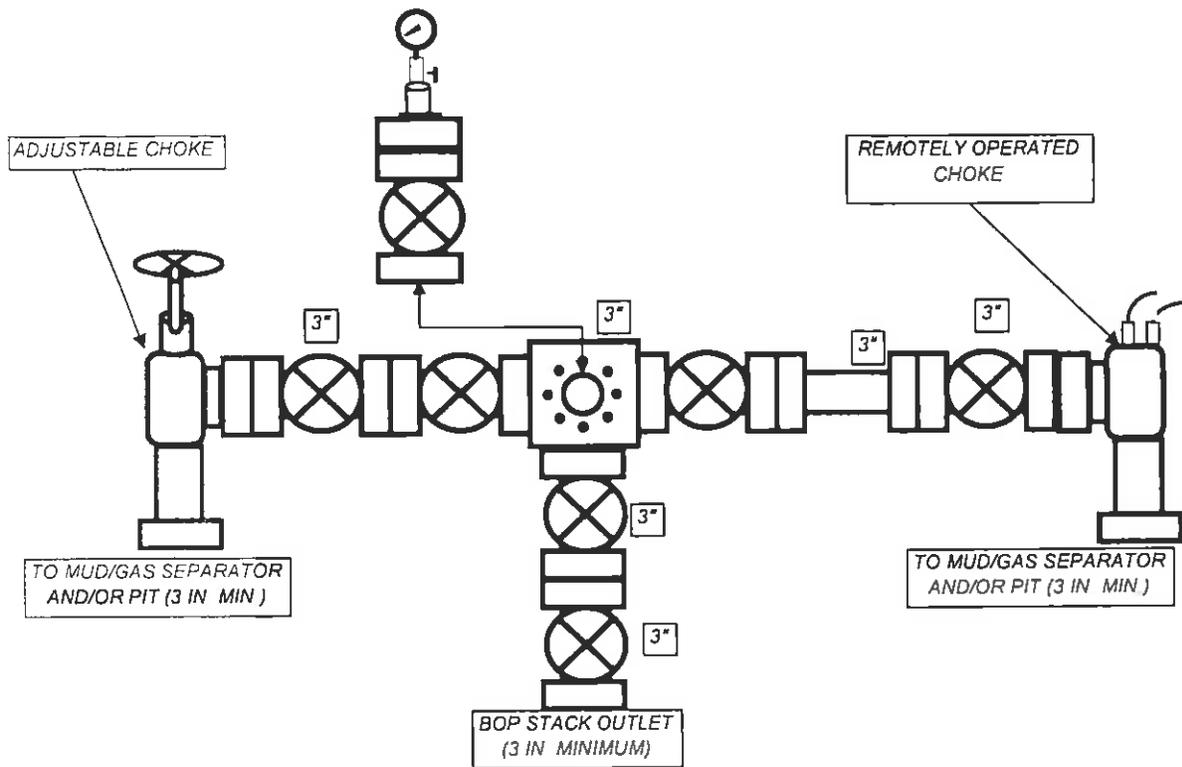
# BILL BARRETT CORPORATION

## TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



# BILL BARRETT CORPORATION

## TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





October 23, 2012

Ms. Diana Mason – Petroleum Technician  
State of Utah Division of Oil, Gas and Mining  
1594 West North Temple, Suite 1210  
P. O. Box 145801  
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11  
**Blacktail Ridge Area #8-3D-36 BTR Well**  
Surface: 1971' FNL & 1052' FEL, SENE, 3-T3S-R6W, USM  
Bottom Hole: 1980' FNL & 810' FEL SENE, 3-T3S-R6W, USM  
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

A handwritten signature in blue ink that reads 'David Watts'.

David Watts  
Landman

1099 18<sup>TH</sup> STREET  
SUITE 2300  
DENVER, CO 80202  
P 303.293.9100  
F 303.291.0420

RECEIVED: October 23, 2012

**BILL BARRETT CORPORATION**

LOCATION LAYOUT FOR

#8-3D-36 BTR

SECTION 3, T3S, R6W, U.S.B.&M.

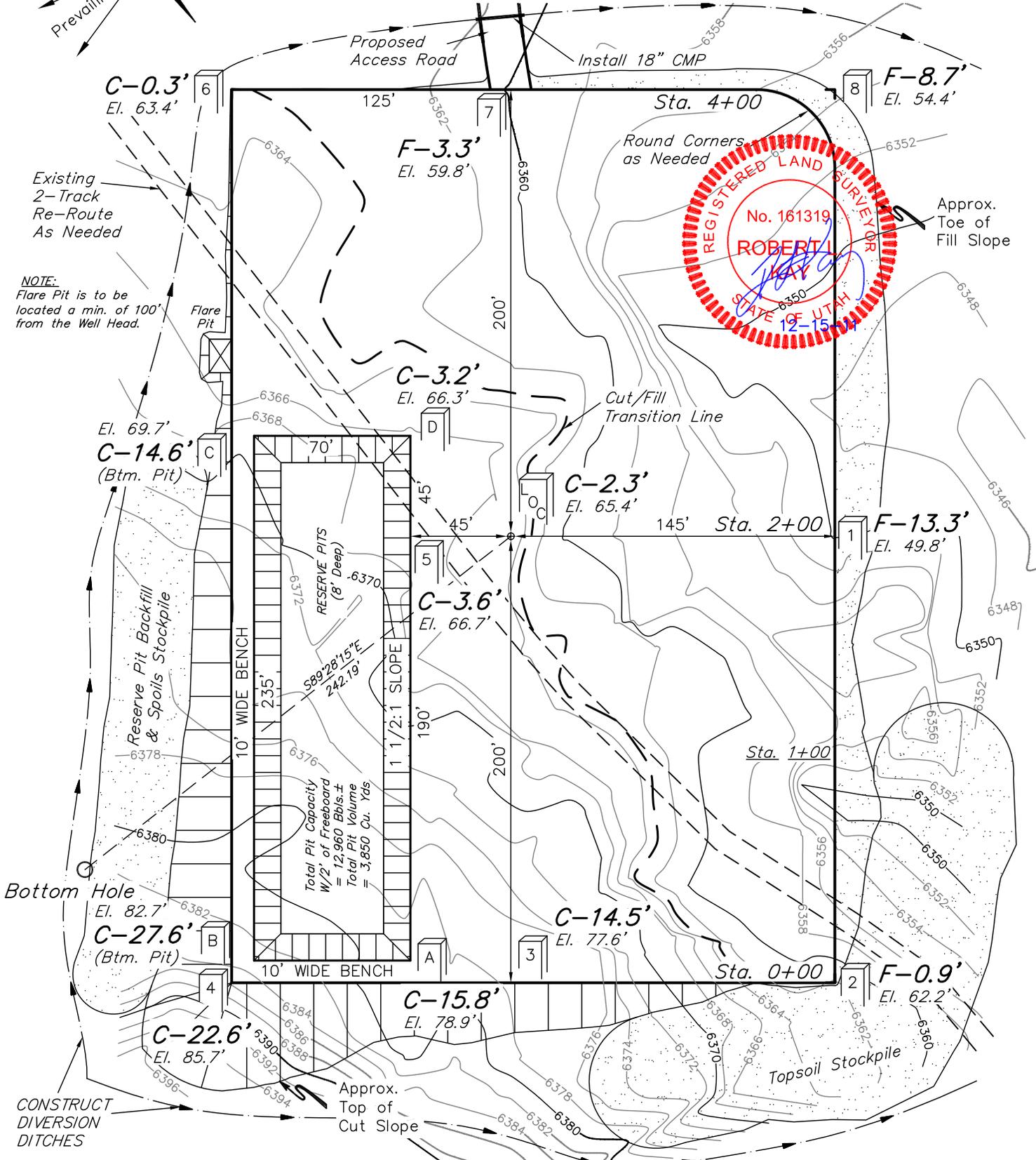
1971' FNL 1052' FEL

**FIGURE #1**

SCALE: 1" = 60'

DATE: 11-29-11

DRAWN BY: J.M.H.



**NOTE:**  
Flare Pit is to be located a min. of 100' from the Well Head.

CONSTRUCT DIVERSION DITCHES

Elev. Ungraded Ground At Loc. Stake = **6365.4'**  
FINISHED GRADE ELEV. AT LOC. STAKE = **6363.1'**

**UINTAH ENGINEERING & LAND SURVEYING**  
85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

**RECEIVED:** October 23, 2012

**BILL BARRETT CORPORATION**

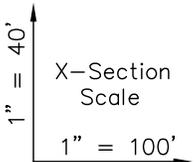
**TYPICAL CROSS SECTIONS FOR**

**#8-3D-36 BTR**

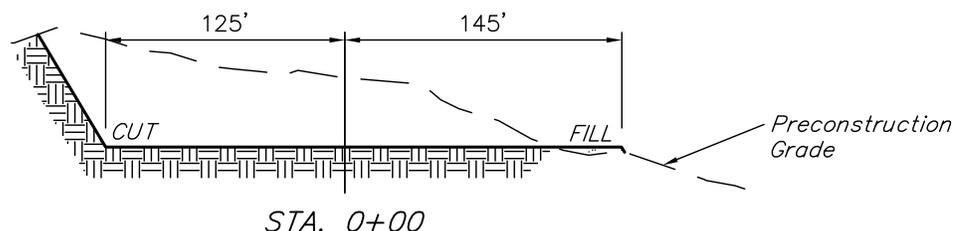
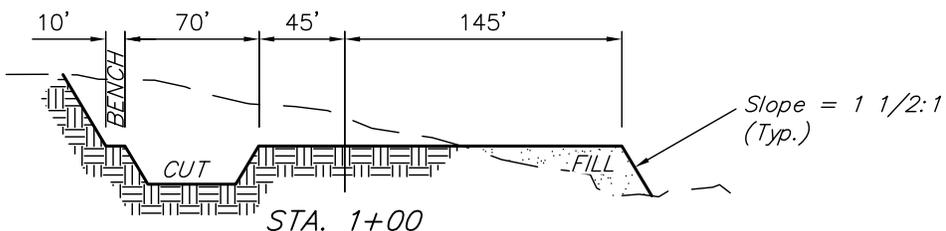
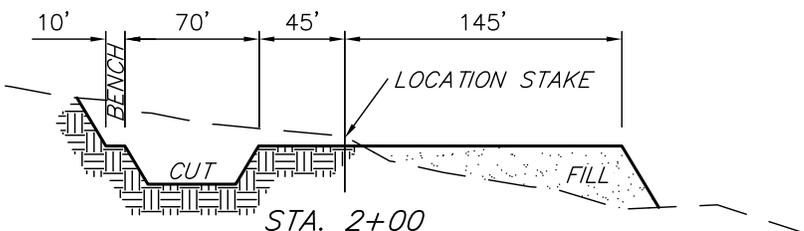
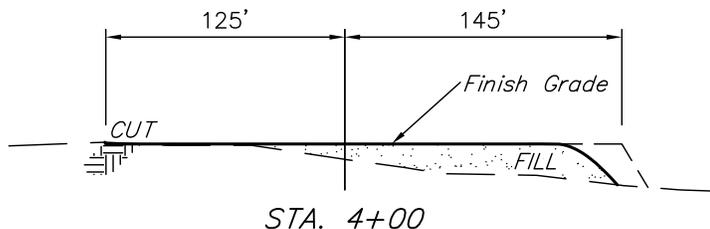
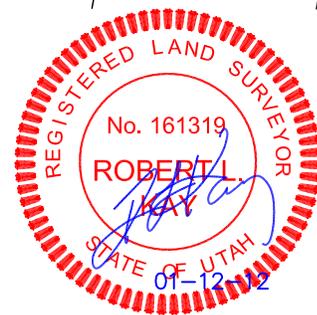
**SECTION 3, T3S, R6W, U.S.B.&M.**

**1971' FNL 1052' FEL**

**FIGURE #2**



DATE: 11-29-11  
DRAWN BY: J.M.H.  
REV: 01-12-12 Z.L.



**NOTE:**

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.306 ACRES
ACCESS ROAD DISTURBANCE	= ± 2.184 ACRES
PIPELINE DISTURBANCE	= ± 2.196 ACRES
<b>TOTAL</b>	<b>= ± 7.686 ACRES</b>

\* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 4,970 Cu. Yds.
Remaining Location	= 18,660 Cu. Yds.
<b>TOTAL CUT</b>	<b>= 23,630 CU.YDS.</b>
<b>FILL</b>	<b>= 16,730 CU.YDS.</b>

EXCESS MATERIAL	= 6,900 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 6,900 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

**UINTAH ENGINEERING & LAND SURVEYING**  
85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

# BILL BARRETT CORPORATION

## TYPICAL RIG LAYOUT FOR

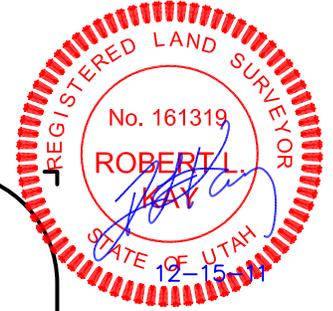
#8-3D-36 BTR  
SECTION 3, T3S, R6W, U.S.B.&M.  
1971' FNL 1052' FEL

FIGURE #3

SCALE: 1" = 60'  
DATE: 11-29-11  
DRAWN BY: J.M.H.

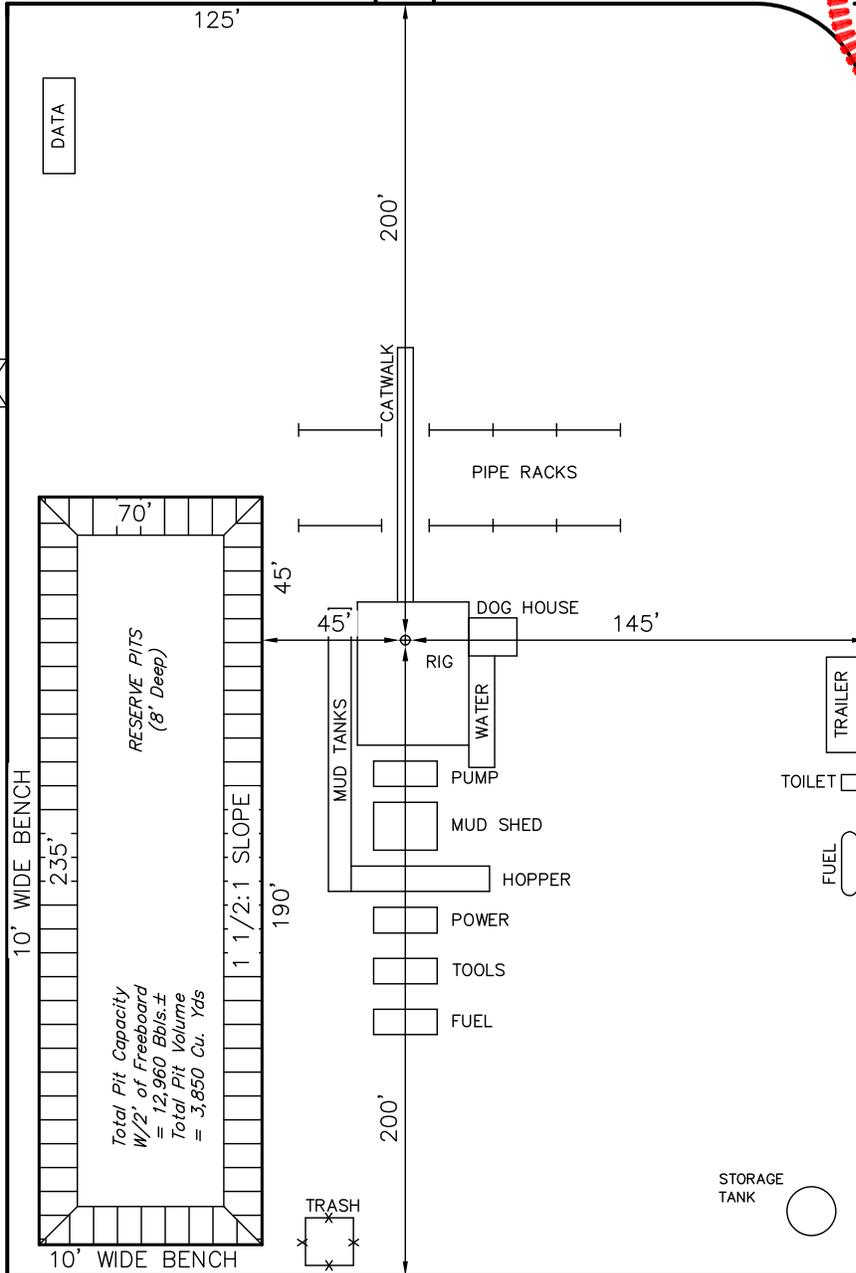


Proposed  
Access Road



NOTE:  
Flare Pit is to be  
located a min. of 100'  
from the Well Head.

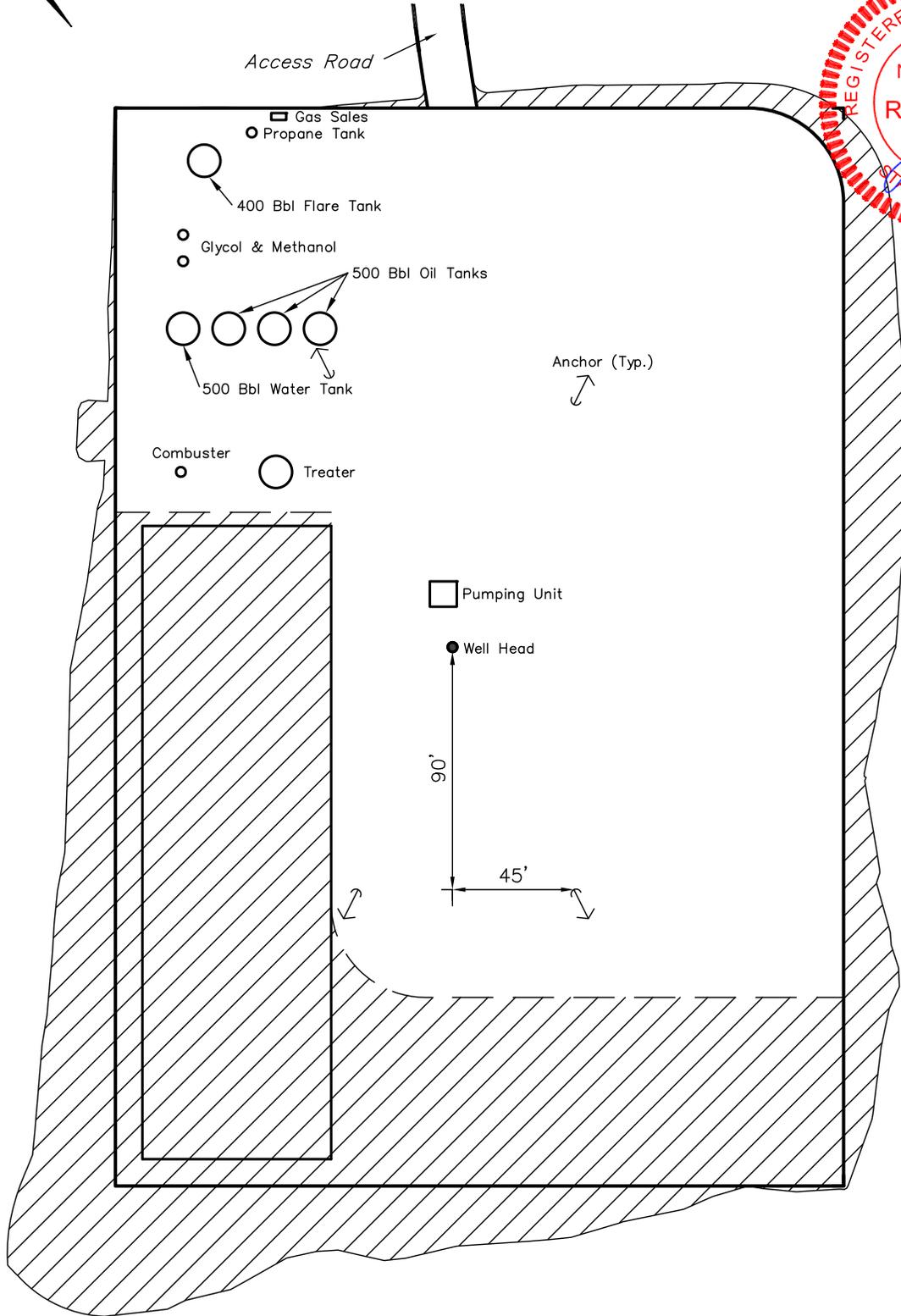
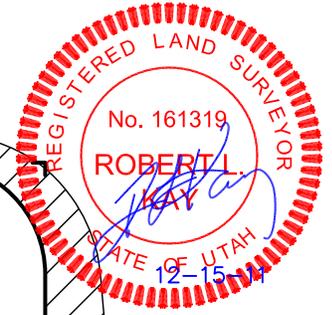
Flare  
Pit



**BILL BARRETT CORPORATION**  
INTERIM RECLAMATION PLAN FOR  
#8-3D-36 BTR  
SECTION 3, T3S, R6W, U.S.B.&M.  
1971' FNL 1052' FEL

**FIGURE #4**

SCALE: 1" = 60'  
DATE: 11-29-11  
DRAWN BY: J.M.H.



APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 1.703 ACRES

 INTERIM RECLAMATION AREA

**UINTAH ENGINEERING & LAND SURVEYING**  
85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

**RECEIVED:** October 23, 2012



# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** BILL BARRETT CORP  
**Well Name** 8-3D-36 BTR  
**API Number** 43013518040000      **APD No** 7026    **Field/Unit** ALTAMONT  
**Location: 1/4,1/4** SENE    **Sec** 3    **Tw** 3.0S    **Rng** 6.0W    1971    FNL    1052    FEL  
**GPS Coord (UTM)**      **Surface Owner** Jimmie & Carol Metcalf

### Participants

Jim Burns (permit contractor), Trevor Anderson (surveyor), Stephanie O'brien (archeologist), Kary Eldredge (BBC), Mindy Lundberg (plant specialist), James Hereford (BLM), Richard Powell (UDOGM)

### Regional/Local Setting & Topography

This location sits at the top of a ridge which extends from the south side of Blacktail Mountain. Blacktail Mountain is the large prominent feature visible to the north of Highway 40 while traveling between Duchesne, UT and Fruitland, UT. This location is something over 4 miles north west of Starvation Reservoir and approximately 8 miles north west of Duchesne, UT.

### Surface Use Plan

#### **Current Surface Use**

Grazing  
Wildlfe Habitat

#### **New Road Miles**

0.6

#### **Well Pad**

**Width** 270    **Length** 400

#### **Src Const Material**

Onsite

#### **Surface Formation**

DUCHR

**Ancillary Facilities** N

**Waste Management Plan Adequate?**      Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Pinion, juniper, brigham tea, mahogany, prickly pear

Deer and elk habitat

#### **Soil Type and Characteristics**

Sandy loam with large exposed rock ledges

#### **Erosion Issues** Y

erodible soil

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diversion Required? Y**

**Berm Required? Y**

Steep slopes near location

**Erosion Sedimentation Control Required? N**

**Paleo Survey Run? N    Paleo Potential Observed? N    Cultural Survey Run? Y    Cultural Resources? N**

**Reserve Pit**

**Site-Specific Factors**

**Site Ranking**

- Distance to Groundwater (feet)**
- Distance to Surface Water (feet)**
- Dist. Nearest Municipal Well (ft)**
- Distance to Other Wells (feet)**
- Native Soil Type**
- Fluid Type**
- Drill Cuttings**
- Annual Precipitation (inches)**
- Affected Populations**
- Presence Nearby Utility Conduits**

**Final Score**

**Sensitivity Level**

**Characteristics / Requirements**

The reserve pit is proposed in a cut stable location. Dimensions are 235 x 70 x 8ft. Bill Barrett representative Kary Eldredge stated that a 20 mil reserve pit liner and felt subliner is used on all BBC locations as standard equipment. This liner program appears adequate for this location.

**Closed Loop Mud Required? N    Liner Required? Y    Liner Thickness 20    Pit Underlayment Required? Y**

**Other Observations / Comments**

Richard Powell  
**Evaluator**

11/1/2012  
**Date / Time**

---

**Application for Permit to Drill  
Statement of Basis  
Utah Division of Oil, Gas and Mining**

---

<b>APD No</b>	<b>API WellNo</b>	<b>Status</b>	<b>Well Type</b>	<b>Surf Owner</b>	<b>CBM</b>
7026	43013518040000	LOCKED	OW	P	No
<b>Operator</b>	BILL BARRETT CORP		<b>Surface Owner-APD</b>	Jimmie & Carol Metcalf	
<b>Well Name</b>	8-3D-36 BTR		<b>Unit</b>		
<b>Field</b>	ALTAMONT		<b>Type of Work</b>	DRILL	
<b>Location</b>	SENE 3 3S 6W U 1971 FNL (UTM) 538815E 4455664N		1052 FEL	GPS Coord	

**Geologic Statement of Basis**

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill  
**APD Evaluator**

12/27/2012  
**Date / Time**

**Surface Statement of Basis**

This location is fee surface with Indian minerals. Surface owner Jimmie Metcalf was contacted about this onsite but did not attend the onsite inspection. Over the phone Mr. Metcalf expressed displeasure concerning this well and of his dealings with BBC representative during the land acquisition. Mr. Metcalf stated that he had been threatened and told that if he did not consent the well would be drilled anyway but he would receive no compensation for the use of his land. Mr. Metcalf stated that his negotiations with BBC had been very painful but when asked if there were issues where the State of Utah, DOGM might help or make changes to the location, Mr. Metcalf stated that he did not want to revisit the process but hoped to be done with it. Mr. Metcalf asked that DOGM proceed with the permit approval process.

There is much exposed rock and permeable soils and for this reason a 20 mil liner and felt subliner was requested and agreed to by Kary Eldredge of BBC. Also, due to the steep slopes, a berm will be required around the location. Drainage diversion ditches will be needed around the location.

Richard Powell  
**Onsite Evaluator**

11/1/2012  
**Date / Time**

**Conditions of Approval / Application for Permit to Drill**

<b>Category</b>	<b>Condition</b>
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/23/2012

API NO. ASSIGNED: 43013518040000

WELL NAME: 8-3D-36 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SENE 03 030S 060W

Permit Tech Review: 

SURFACE: 1971 FNL 1052 FEL

Engineering Review: 

BOTTOM: 1980 FNL 0810 FEL

Geology Review: 

COUNTY: DUCHESNE

LATITUDE: 40.25053

LONGITUDE: -110.54360

UTM SURF EASTINGS: 538815.00

NORTHINGS: 4455664.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005608

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM8874725
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

## LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-84
- Effective Date: 12/31/2008
- Siting: 4 Producing Grrv-Wstc Wells In Sec Drl Unit
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason  
5 - Statement of Basis - bhll  
15 - Directional - dmason



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** 8-3D-36 BTR  
**API Well Number:** 43013518040000  
**Lease Number:** 2OG0005608  
**Surface Owner:** FEE (PRIVATE)  
**Approval Date:** 12/27/2012

### Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

### Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

### Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

### General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

### Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

### Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website  
at <http://oilgas.ogm.utah.gov>

**Reporting Requirements:**

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

**Approved By:**

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers  
Associate Director, Oil & Gas

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

**RECEIVED**

NOV 28 2012

FORM APPROVED  
OMB No. 1004-0136  
Expires July 31, 2010

**APPLICATION FOR PERMIT TO DRILL OR REENTER**

**BLM**

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No.
Contact: VENESSA LANGMACHER E-Mail: viangmacher@billbarrettcorp.com		8. Lease Name and Well No. 8-3D-36 BTR
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	9. API Well No. 43 013 57804
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface SENE 1971FNL 1052FEL 40.250617 N Lat, 110.543647 W Lon At proposed prod. zone SENE 1980FNL 810FEL 40.250611 N Lat, 110.542781 W Lon		10. Field and Pool, or Exploratory ALTAMONT
14. Distance in miles and direction from nearest town or post office* 13.9 MILES NORTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 3 T3S R6W Mer UBM SME: FEE
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810' (BOTTOM HOLE)	16. No. of Acres in Lease 52428.45	12. County or Parish DUCHESNE
17. Spacing Unit dedicated to this well 640.00	13. State UT	18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE
19. Proposed Depth 11160 MD 11153 TVD	20. BLM/BIA Bond No. on file LPM8874725	21. Elevations (Show whether DF, KB, RT, GL, etc.) 6365 GL
22. Approximate date work will start 11/01/2013	23. Estimated duration 60 DAYS (D&C)	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- |   |  |
|---|--|
| 1. Well plat certified by a registered surveyor.  | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).    |
| 2. A Drilling Plan.   | 5. Operator certification  |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 11/28/2012
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date JUN 24 2013
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.  
Conditions of approval, if any, are attached.

**CONDITIONS OF APPROVAL ATTACHED**

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #161291 verified by the BLM Well Information System  
For BILL BARRETT CORPORATION, sent to the Vernal  
Committed to AFMSS for processing by JOHNETTA MAGEE on 12/04/2012 (13JM0836AE)

**RECEIVED**

JUL 10 2013

**NOTICE OF APPROVAL**



\*\* BLM REVISED \*\*

DIV. OF OIL, GAS & MINING

**Additional Operator Remarks:**

APD permit fees will be overnighted 11/28/2012.

## Revisions to Operator-Submitted EC Data for APD #161291

	<b>Operator Submitted</b>	<b>BLM Revised (AFMSS)</b>
Lease:	2OG0005608	2OG0005608
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 3033128546
Admin Contact:	VENESSA LANGMACHER SENIOR PERMIT ANALYST 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-312-8172 Fx: 303-291-0420 Cell: 720-402-7540 E-Mail: vlangmacher@billbarrettcorp.com	VENESSA LANGMACHER SENIOR PERMIT ANALYST 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-312-8172 Fx: 303-291-0420 Cell: 720-402-7540 E-Mail: vlangmacher@billbarrettcorp.com
Tech Contact:	VENESSA LANGMACHER SENIOR PERMIT ANALYST 1099 18TH STREET SUITE 2300 DENVER, CO 80202	VENESSA LANGMACHER SENIOR PERMIT ANALYST 1099 18TH STREET SUITE 2300 DENVER, CO 80202
Well Name: Number:	8-3D-36 BTR	8-3D-36 BTR
Location: State: County: S/T/R: Surf Loc:	UT DUCHESNE Sec 3 T3S R6W Mer UBM SENE 1971FNL 1052FEL 40.250617 N Lat, 110.543647 W Lon	UT DUCHESNE Sec 3 T3S R6W Mer UBM SENE 1971FNL 1052FEL 40.250617 N Lat, 110.543647 W Lon
Field/Pool:	ALTAMONT	ALTAMONT
Bond:	LPM8874725	LPM8874725



**UNITED STATES DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT  
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



**CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL**

<b>Company:</b>	<b>BILL BARRETT CORPORATION</b>	<b>Location:</b>	<b>SENE SEC 3 T3S R6W</b>
<b>Well No:</b>	<b>8-3D-36 BTR</b>	<b>Lease No:</b>	<b>2OG0005608</b>
<b>API No:</b>	<b>43-013-51804</b>	<b>Agreement:</b>	<b>N/A</b>

**OFFICE NUMBER: (435) 781-4400**

**OFFICE FAX NUMBER: (435) 781-3420**

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR  
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

**NOTIFICATION REQUIREMENTS**

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: <a href="mailto:blm_ut_vn_opreport@blm.gov">blm_ut_vn_opreport@blm.gov</a> .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM  
CONDITIONS OF APPROVAL (COAs)**

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.
- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of the topsoil resource. If stored for a longer period of time then topsoil will be maintained to increase viability until the resource can be used for reclamation purposes only.
- All above ground production facilities will be painted Beetle Green on this location to help blend in with the surrounding habitat, unless otherwise directed by the landowners or BLM AO.
- The operator must conduct operations to minimize adverse effects to surface and subsurface resources. This will be accomplished by staying on the approved acres of disturbance, and conforming to dust mitigation technology and doing interim reclamation practices on unused portions of the proposal.
- All dry washes will be diverted away from the actual well pad as discussed during the onsite investigation, and as agreed to by the landowners.
- Erosion control will be implemented around topsoil piles to help control erosion from the topsoil resource as agreed upon on the onsite by the landowner (BBC).
- Other site specific stipulations agreed upon during the onsite by the landowner (BBC) as stated in the beginning of the Surface Use Plan of the APD will be followed.
- Production equipment will be placed towards corner 6 to maximize interim reclamation acreage as agreed to on the onsite by BBC.
- Other site specific stipulations agreed upon during the onsite by the landowner as stated in the beginning of the Surface Use Plan of the APD will be followed and implemented.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Road areas not being used and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built.

Please contact the private landowner for seed mixes that work in the area. This is could also be included in the reclamation plan from BBC. Seeds must be planted in August and prior to ground freeze. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

**DOWNHOLE PROGRAM  
CONDITIONS OF APPROVAL (COAs)**

**SITE SPECIFIC DOWNHOLE COAs:**

- A formation integrity test shall be performed at the surface casing shoe.
- Gamma ray log shall be run from total depth to surface.
- To effectively protect useable water, cement for the long string is required to be brought 200 feet above the surface casing shoe.
- A bowl diverter system, which is connected and discharges to a panic or choke blooie line, shall be installed while drilling of the surface hole section.

**All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to.** The following items are emphasized:

**DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS**

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- Cement baskets shall not be run on surface casing.

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

#### **OPERATING REQUIREMENT REMINDERS:**

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at [www.ONRR.gov](http://www.ONRR.gov).
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
  - Operator name, address, and telephone number.
  - Well name and number.
  - Well location ( $\frac{1}{4}$  Sec., Twn, Rng, and P.M.).

- Date well was placed in a producing status (date of first production for which royalty will be paid).
  - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
  - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
  - Unit agreement and/or participating area name and number, if applicable.
  - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
  - All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
  - Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.
  - All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
  - Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
  - A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5.LEASE DESIGNATION AND SERIAL NUMBER:</b> 2OG0005608	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7.UNIT or CA AGREEMENT NAME:</b>	
<b>8. WELL NAME and NUMBER:</b> 8-3D-36 BTR	
<b>9. API NUMBER:</b> 43013518040000	
<b>9. FIELD and POOL or WILDCAT:</b> ALTAMONT	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

**SUNDRY NOTICES AND REPORTS ON WELLS**

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

<b>1. TYPE OF WELL</b> Oil Well	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1971 FNL 1052 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SENE Section: 03 Township: 03.0S Range: 06.0W Meridian: U	

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

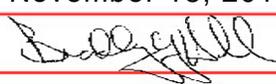
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 12/27/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby request a one year extension for APD

**Approved by the Utah Division of Oil, Gas and Mining**

**Date:** November 18, 2013

**By:** 

<b>NAME (PLEASE PRINT)</b> Christina Hirtler	<b>PHONE NUMBER</b> 303 312-8597	<b>TITLE</b> Administrative Assistant
<b>SIGNATURE</b> N/A	<b>DATE</b> 11/11/2013	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah  
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013518040000**

API: 43013518040000

Well Name: 8-3D-36 BTR

Location: 1971 FNL 1052 FEL QTR SENE SEC 03 TWP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
  
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
  
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
  
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
  
- Has the approved source of water for drilling changed?  Yes  No
  
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
  
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Christina Hirtler

Date: 11/11/2013

Title: Administrative Assistant Representing: BILL BARRETT CORP

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:  7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	8. WELL NAME and NUMBER: 8-3D-36 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1971 FNL 1052 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENE Section: 03 Township: 03.0S Range: 06.0W Meridian: U	9. API NUMBER: 43013518040000
	9. FIELD and POOL or WILDCAT: ALTAMONT
	COUNTY: DUCHESNE
	STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 12/27/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC is hereby requesting a one year extension for APD

**Approved by the**  
**October 14, 2014**  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_  
**By:** 

<b>NAME (PLEASE PRINT)</b> Christina Hirtler	<b>PHONE NUMBER</b> 303 312-8597	<b>TITLE</b> Administrative Assistant
<b>SIGNATURE</b> N/A	<b>DATE</b> 10/8/2014	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah  
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013518040000**

API: 43013518040000

Well Name: 8-3D-36 BTR

Location: 1971 FNL 1052 FEL QTR SENE SEC 03 TWP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
  
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
  
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
  
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
  
- Has the approved source of water for drilling changed?  Yes  No
  
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
  
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Christina Hirtler

Date: 10/8/2014

Title: Administrative Assistant Representing: BILL BARRETT CORP

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

**RECEIVED**

MAY 04 2015

FORM APPROVED  
OMB NO. 1004-0135  
Expires: July 31, 2010

**SUNDRY NOTICES AND REPORTS ON WELLS**  
*Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.*



**SUBMIT IN TRIPLICATE - Other instructions on reverse side.**

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. 1420H625608
2. Name of Operator BILL BARRETT CORPORATION		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
Contact: BRADY RILEY E-Mail: briley@billbarrettcorp.com		7. If Unit or CA/Agreement, Name and/or No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8115	8. Well Name and No. 8-3D-36 BTR
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 3 T3S R6W SENE 1971FNL 1052FEL 40.250617 N Lat, 110.543647 W Lon		9. API Well No. 43-013-51804-00-X1
		10. Field and Pool, or Exploratory ALTAMONT
		11. County or Parish, and State DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	Change to Original APD
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is hereby requesting a two year extension for this APD until 6/28/2017.

unearned lease number: 2OG00Q5608 - EDA

APD- 6/28/13

**RECEIVED**  
JUN 15 2015  
DIV. OF OIL, GAS & MINING

<b>VERNAL FIELD OFFICE</b>	
ENG. <u>RRR 6/1/15</u>	
GEOL. _____	
E.S. _____	
PET. _____	
RECL. _____	

14. I hereby certify that the foregoing is true and correct.	
<b>Electronic Submission #300312 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 05/07/2015 (15JM0709SE)</b>	
Name (Printed/Typed) <b>BRADY RILEY</b>	Title <b>PERMIT ANALYST</b>
Signature _____ (Electronic Submission)	Date <b>05/04/2015</b>

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved By <u>[Signature]</u>	Title <b>Assistant Field Manager Lands &amp; Mineral Resources</b>	Date <b>JUN 02 2015</b>
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		Office <b>VERNAL FIELD OFFICE</b>

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**Revisions to Operator-Submitted EC Data for Sundry Notice #300312**

	<b>Operator Submitted</b>	<b>BLM Revised (AFMSS)</b>
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	1420H626420	1420H625608
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com  Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com  Ph: 303-312-8115
Tech Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com  Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com  Ph: 303-312-8115
Location:		
State:	UT	UT
County:	DUCHESE	DUCHESNE
Field/Pool:	CEDAR RIM	ALTAMONT
Well/Facility:	8-3D-36 BTR Sec 3 T3S R6W Mer UBM SENE 1971FNL 1052FEL	8-3D-36 BTR Sec 3 T3S R6W SENE 1971FNL 1052FEL 40.250617 N Lat, 110.543647 W Lon

# **CONDITIONS OF APPROVAL**

## **Bill Barrett Corporation**

### **Notice of Intent APD Extension**

**Lease:** 1420H625608  
**Well:** 8-3D-36 BTR  
**Location:** SENE Sec 3-T3S-R6W

An extension for the referenced APD is granted with the following conditions:

---

1. The extension and APD shall expire on 06/28/2017.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005608	
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> 8-3D-36 BTR
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	<b>9. API NUMBER:</b> 43013518040000
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>9. FIELD and POOL or WILDCAT:</b> ALTAMONT	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1971 FNL 1052 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SENE Section: 03 Township: 03.0S Range: 06.0W Meridian: U	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 12/27/2016	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> <b>APD EXTENSION</b>
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC is hereby requesting a one year extension for this APD until  
12/27/2016

**Approved by the**  
**November 03, 2015**  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_

**By:**

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 11/3/2015	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013518040000**

API: 43013518040000

Well Name: 8-3D-36 BTR

Location: 1971 FNL 1052 FEL QTR SENE SEC 03 TWP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
- Has the approved source of water for drilling changed?  Yes  No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Brady Riley

Date: 11/3/2015

Title: Permit Analyst Representing: BILL BARRETT CORP

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:  7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	8. WELL NAME and NUMBER: 8-3D-36 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	9. API NUMBER: 43013518040000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1971 FNL 1052 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENE Section: 03 Township: 03.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT  COUNTY: DUCHESNE  STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA	

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/27/2017	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests a one year extension to the subject APD until  
12/27/2017

**Approved by the**  
**October 10, 2016**  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_

**By:**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 10/3/2016	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013518040000**

API: 43013518040000

Well Name: 8-3D-36 BTR

Location: 1971 FNL 1052 FEL QTR SENE SEC 03 TWP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 12/27/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
- Has the approved source of water for drilling changed?  Yes  No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Brady Riley

Date: 10/3/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

Division of Oil, Gas and Mining  
 Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2016

<b>FORMER OPERATOR:</b>	<b>NEW OPERATOR:</b>
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

**WELL INFORMATION:**

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

**OPERATOR CHANGES DOCUMENTATION:**

- Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
- Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
- New operator Division of Corporations Business Number: 8256968-0160

**REVIEW:**

- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
- Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
- Reports current for Production/Disposition & Sundries: 11/2/2016
- OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
- UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
- Surface Facility(s) included in operator change: None
- Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

**NEW OPERATOR BOND VERIFICATION:**

- Federal well(s) covered by Bond Number: UTB000712
- Indian well(s) covered by Bond Number: LPM 922467
- State/fee well(s) covered by Bond Number(s): 9219529

**DATA ENTRY:**

- Well(s) update in the **OGIS** on: 11/7/2016
- Entity Number(s) updated in **OGIS** on: 11/7/2016
- Unit(s) operator number update in **OGIS** on: N/A
- Surface Facilities update in **OGIS** on: N/A
- State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
- Surface Facilities update in **RBDMS** on: N/A

**COMMENTS:**

---

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

**New Operator Contact information:**

RIG II, LLC  
1582 West 2600 South  
Woods Cross, Utah 84087-0298  
Telephone:(801) 683-4245  
Fax:(801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

A handwritten signature in cursive script that reads 'Brady Riley'.

Brady Riley  
Permit Analyst

**RECEIVED**  
OCT 21 2016  
DIV. OF OIL, GAS & MINING

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 9

**SUNDRY NOTICES AND REPORTS ON WELLS**

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

<b>1. TYPE OF WELL</b> OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> (see attached well list)
<b>2. NAME OF OPERATOR:</b> RIG II, LLC <u>N14055</u>		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b> N/A
<b>3. ADDRESS OF OPERATOR:</b> 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087		<b>7. UNIT or CA AGREEMENT NAME:</b>
PHONE NUMBER: (801) 683-4245		<b>8. WELL NAME and NUMBER:</b> (see attached well list)
<b>4. LOCATION OF WELL</b> FOOTAGES AT SURFACE: (see attached well list) COUNTY:		<b>9. API NUMBER:</b>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		<b>10. FIELD AND POOL, OR WILDCAT:</b>

**11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> (Submit In Duplicate) Approximate date work will start: <u>11/1/2016</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION		

**12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.**

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC  
1582 West 2600 South  
Woods Cross, Utah 84087-0298  
801-683-4245  
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N21165  
Duana Zavala NAME (PLEASE PRINT)  
Duana Zavala SIGNATURE  
Senior Vice President -  
EH&S, Government and Regulatory Affairs

RIG II, LLC  
Jesse McSwain NAME (PLEASE PRINT)  
Jesse McSwain SIGNATURE  
Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager  
SIGNATURE Jesse McSwain DATE 10/20/16

(This space for State use only)

**APPROVED**

NOV 07 2016

DIV. OIL GAS & MINING  
BY: Rachael Medina

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

**Request to Transfer Application or Permit to Drill**

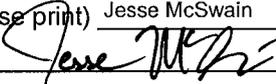
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

<b>Well name:</b>	(See attached list)
<b>API number:</b>	
<b>Location:</b>	Qtr-Qtr:                      Section:                      Township:                      Range:
<b>Company that filed original application:</b>	Bill Barrett Corporation
<b>Date original permit was issued:</b>	
<b>Company that permit was issued to:</b>	Bill Barrett Corporation

Check one	Desired Action:
<input type="checkbox"/>	<b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	<b>Transfer approved Application for Permit to Drill to new operator</b>
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	✓	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain                      Title Manager  
 Signature                       Date 10/20/16  
 Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

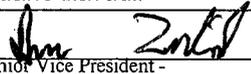
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

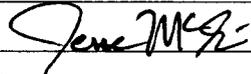
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION  
Address: 1099 18th Street Ste 2300  
city DENVER state CO zip 80202  
Phone: (303) 293-9100  
Comments:

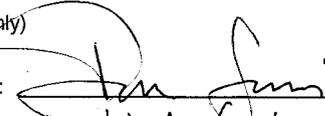
Name: Duane Zavadil  
Signature:   
Senior Vice President -  
Title: EH&S, Government and Regulatory Affairs  
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC  
Address: 1582 West 2600 South  
city Wood Cross state UT zip 84087  
Phone: (801) 683-4245  
Comments:

Name: Jesse McSwain  
Signature:   
Title: Manager  
Date: 10/20/16

(This space for State use only)

Transfer approved by:   
Title: VIC Geologist

Approval Date: 11/3/16

Comments:

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

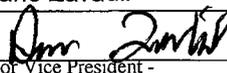
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

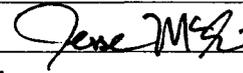
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

**CURRENT OPERATOR**

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

**NEW OPERATOR**

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by:   
Title: VIC

Approval Date: 11/3/16

Comments:

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

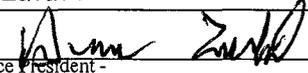
UIC FORM 5

**TRANSFER OF AUTHORITY TO INJECT**

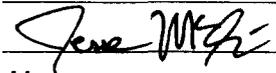
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well  Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

**CURRENT OPERATOR**

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: 
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President - EH&amp;S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

**NEW OPERATOR**

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: 
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: \_\_\_\_\_ Approval Date: \_\_\_\_\_

Title: \_\_\_\_\_

Comments:

This well was approved by USEPA.  
EPA approval will be required.